SOUTHEAST AIRPORT GROUP
Form 20-F
June 10, 2009

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 20-F
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
for the fiscal year ended December 31, 2008
Commission File Number 1-15132
Grupo Aeroportuario del Sureste, S.A.B. de C.V.
(Exact name of registrant as specified in its charter)

Southeast Airport Group	**United Mexican States**
(Translation of registrant s name into English)	(Jurisdiction of incorporation or organization)

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Mexico
(Address of principal executive offices)

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Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class:	**Name of each exchange on which registered**
Series B Shares, without par value, or shares	New York Stock Exchange, Inc.*
American Depositary Shares, as evidenced by American Depositary Receipts, or ADSs, each representing ten shares	New York Stock Exchange, Inc.

* Not for trading, but only in connection with the registration of American Depositary Shares, pursuant

to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **N/A**

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock as of the close of the period covered by the annual report:

Series B Shares, without par value: 277,050,000

Series BB Shares, without par value: 22,950,000

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **Yes** o **No** þ

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934. **Yes** o **No** þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes** þ **No** o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). **Yes** þ **No** o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act, (Check one):

Large accelerated filer þ **Accelerated filer** o **Non-accelerated filer** o

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: **U.S. GAAP** o **IFRS** o **Other** þ

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. **Item 17** o **Item 18** þ

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes** o **No** þ

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PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

SELECTED FINANCIAL DATA

We publish our financial statements in Mexican pesos. Pursuant to Financial Reporting Standards (*Normas de Informacion Financiera*) accepted in Mexico, or Mexican FRS, financial data in the financial statements included in Items 3, 5 and 8 and, unless otherwise indicated, throughout this Form 20-F are stated in constant pesos as of December 31, 2007 for periods through and including December 31, 2007, and nominal pesos for periods beginning on and after January 1, 2008.

This Form 20-F contains translations of certain peso amounts into U.S. dollars at specified rates solely for the convenience of the reader. These translations should not be construed as representations that the peso amounts actually represent such U.S. dollar amounts or could be converted into U.S. dollars at the rate indicated. Unless otherwise indicated, U.S. dollar amounts have been translated from Mexican pesos at an exchange rate of Ps. 13.7815 to U.S.$1.00, the exchange rate for pesos on January 2, 2009, as published by the Federal Reserve Board. On June 5, 2009 the exchange rate for pesos, as published by the Federal Reserve Board was Ps. 13.295 to U.S.$1.00.

The following tables present a summary of our consolidated financial information and that of our subsidiaries for each of the periods indicated. This information should be read in conjunction with, and is qualified in its entirety by reference to, our financial statements, including the notes thereto. Our financial statements are prepared in accordance with Mexican FRS, which differs in certain significant respects from generally accepted accounting principles in the United States, or U.S. GAAP. Reconciliation to U.S. GAAP of our net income and total stockholders equity is also provided in this summary financial data. Note 18 to our financial statements provides a description of the principal differences between Mexican FRS and U.S. GAAP as they relate to our business.

Mexican FRS provides that if the cumulative inflation in Mexico measured by the *índice nacional de precios al consumidor*, or national consumer price index (NCPI) in the most recent three-year period is less than 26%, we are required to cease recognizing the effects of inflation in our financial statements for the fiscal year following such period. Because the cumulative NCPI in the three-year period ended December 31, 2007 was below 26%, we ceased recognizing the effects of inflation in our financial statements as of January 1, 2008.

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References in this annual report on Form 20-F to dollars, U.S. dollars or U.S.$ are to the lawful currency of the United States of America. References in this annual report on Form 20-F to pesos or Ps. are to the lawful currency of Mexico. We publish our financial statements in pesos.

This annual report on Form 20-F contains references to workload units, which are units measuring an airport s passenger traffic volume and cargo volume. A workload unit currently is equivalent to one terminal passenger or 100 kilograms (220 pounds) of cargo.

The summary financial and other information set forth below reflects our financial condition, results of operations and certain operating data since the year ended December 31, 2004.

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	Year ended December 31,					
	2004	2005	2006	2007	2008	
	(thousands of constant Mexican pesos as of December 31, 2007)[1]				(thousands of nominal Mexican pesos)[1]	(thousands of dollars)[2]
Income statement data:						
Mexican FRS:						
Revenues:						
Aeronautical services[3]	Ps. 1,662,873	Ps. 1,577,295	Ps. 1,647,594	Ps. 1,890,950	Ps. 2,101,879	$ 152,515
Non-aeronautical services[4]	541,582	650,889	675,530	894,941	1,066,828	77,410
Total revenues	2,204,455	2,228,184	2,323,124	2,785,891	3,168,707	$ 229,925
Operating expenses:						
Cost of services	(521,383)	(602,436)	(665,275)	(743,642)	(810,101)	(58,782)
General and administrative expenses	(117,984)	(110,907)	(101,156)	(104,019)	(114,159)	(8,283)
Technical assistance fee[5]	(74,697)	(71,721)	(73,707)	(91,945)	(104,485)	(7,582)
Government Concession fee[6]	(110,181)	(111,409)	(116,007)	(139,294)	(154,752)	(11,229)
Depreciation and amortization	(445,746)	(468,653)	(506,124)	(540,821)	(601,513)	(43,646)
Net comprehensive financing	(32,026)	24,558	15,786	15,144	174,272	12,645
Non-ordinary items[7]	(19,762)	(9,678)	(16,242)	(2,385)	(9,734)	(706)
Income before taxes	882,676	877,938	860,399	1,178,929	1,548,235	112,342
Provision for income taxes	(205,498)	(269,893)	(312,432)	(656,568)	(498,766)	(36,191)
Net income	677,178	608,045	547,967	522,361	1,049,469	76,151
Basic and diluted earnings per share[10]	2.26	2.03	1.83	1.74	3.50	0.25
Basic and diluted earnings per ADS (unaudited)[8]	22.57	20.27	18.27	17.41	34.98	2.54
U.S. GAAP:						

Revenues	2,204,455	2,228,184	2,319,110	2,771,216	3,174,893	230,374
Operating income	937,944	819,554	862,234	1,253,490	1,587,205	115,169
Net income	277,195	487,938	431,597	257,274	1,219,609	88,496
Basic and diluted earnings per share[10]	0.92	1.63	1.44	0.86	4.07	0.29
Basic and diluted earnings per ADS (unaudited)[8]	9.24	16.26	14.39	8.58	40.65	2.95
Dividends per share[9]	0.65	0.69	0.73	0.77	2.00	0.15
Other Operating Data (Unaudited):						
Total passengers (thousands of passengers)	13,897.1	13,321.3	13,779.9	16,238.8	17,752.4	17,752.4
Total air traffic movements (thousands of movements)	219.8	209.9	220.5	262.3	270.1	270.1
Total revenues per passenger (in pesos or dollars)	Ps. 158.6	Ps. 167.3	Ps. 168.6	Ps. 171.6	Ps. 178.5	$ 13.0

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	As of and for the year ended December 31,					
	2004	2005	2006	2007	2008	
	(thousands of constant Mexican pesos as of December 31, 2007)[1]				(thousands of nominal Mexican pesos)[1]	(thousands of dollars)[2]
Balance Sheet Data:						
Mexican FRS:						
Cash and marketable securities	Ps. 1,297,829	Ps. 1,655,728	Ps. 1,288,353	Ps. 1,925,697	Ps. 1,733,512	$ 125,785
Total current assets	1,601,012	2,006,628	1,702,364	2,415,241	2,793,941	202,731
Airport concessions, net	8,759,145	8,501,010	8,242,778	8,037,900	7,833,022	568,372
Rights to use airport facilities, net	2,396,700	2,265,447	2,246,711	2,189,975	2,123,865	154,110
Total assets	14,564,007	15,183,527	15,503,054	16,676,081	17,374,594	1,260,719
Current liabilities	213,897	380,966	254,564	317,002	621,570	45,102
Total liabilities	812,426	1,120,341	1,199,766	2,170,554	2,419,598	175,569
Capital Stock	12,799,204	12,799,204	12,799,204	12,799,204	12,799,204	9228,724
Net equity/stockholders equity	13,751,581	14,063,186	14,303,288	14,505,527	14,954,996	1,081,150
U.S. GAAP:						
Cash and cash equivalents	1,062,128	1,159,233	859,857	1,870,675	1,733,512	125,785
Total current assets	1,601,012	2,054,071	1,727,121	2,542,644	2,927,037	212,389
Airport concessions, net	154,610	92,810	30,916	22,376	13,776	1,000
Rights to use airport facilities	1,884,085	1,770,376	1,717,356	1,671,325	1,615,667	117,234
Total assets	7,727,788	8,182,141	8,273,993	8,579,690	9,709,366	704,522
Total liabilities	213,613	387,534	266,370	546,042	1,056,109	76,632
Capital Stock	6,989,281	6,989,281	6,989,281	6,989,281	6,989,281	507,150
Net equity/stockholders equity	7,514,175	7,794,607	8,007,623	8,033,648	8,653,257	627,889
Statement of Changes in Financial Position:[11]						
Mexican FRS:						
Resources provided by operating activities	1,252,649	1,336,897	1,070,404	1,622,626		

Resources used in financing activities	(242,273)	(296,442)	(307,865)	(320,122)		
Resources used in investing activities	(546,189)	(682,558)	(1,129,915)	(665,160)		
Increase (decrease) in cash and marketable securities	464,187	357,897	(367,376)	637,344		
Cash Flow Data:[11]						
Mexican FRS:						
Cash flow provided by operating activities					1,555,170	112,845
Cash flow used in financing activities					(951,262)	(69,025)
Cash flow used in investing activities					(796,093)	(57,765)
Increase (decrease) in cash and marketable securities					(192,185)	(13,945)
U.S. GAAP:						
Cash flow provided by operating activities	1,173,908	1,300,549	1,082,433	1,726,341	1,694,849	122,980
Cash flow used in financing activities	(269,187)	(296,442)	(307,865)	(320,122)	(951,262)	(69,025)
Cash flow used in investing activities	(367,168)	(872,745)	(1,028,787)	(364,250)	(880,750)	(63,908)
Effect of inflation on cash and cash equivalents	15,818	(34,259)	(45,157)	(31,151)		
Increase (decrease) in cash and cash equivalents	553,371	97,103	(299,376)	1,010,818	(137,163)	(9,953)

(1) Except for operating data. Per share and per passenger peso amounts are expressed in pesos (not thousands of pesos).

(2)

Except for operating data. Translated into dollars at the rate of Ps. 13.7815 per U.S. dollar, the Federal Reserve Board exchange rate for Mexican pesos at January 2, 2009. Per share and per passenger dollar amounts are expressed in dollars (not thousands of dollars).

(3) Revenues from aeronautical services include those earned from passenger charges, landing charges, aircraft parking charges, charges for airport security services and charges for use of passenger walkways.

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(4) Revenues from non-aeronautical services are earned from the leasing of space in our airports, access fees collected from third parties providing services at our airports and miscellaneous other sources.

(5) Since April 19, 1999, we have paid ITA a technical assistance fee under the technical assistance agreement entered into in connection with the purchase by Inversiones y Tecnicas Aeroportuarias, S.A. de C.V. (ITA) of its Series BB shares. This fee is described in Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Arrangements with ITA.

(6) Each of our subsidiary concession holders is required to pay a concession fee to the Mexican government under the Mexican Federal Duties Law. The concession fee is currently 5% of each concession holder s gross annual revenues from the use of public domain assets pursuant to the terms of its concession.

(7) Non-ordinary items refers to restructuring and contract termination fees and loss on natural disasters. On January 1, 2007, we adopted Mexican FRS B-3, Statement of

Income which incorporates, among other things, a new approach to classifying income and expenses as ordinary and non-ordinary, eliminates special and extraordinary items and establishes employees profit sharing as an ordinary expense and not as tax. Accordingly, our financial statements for 2006 and 2005 have also been reclassified to conform the current year presentation. Such reclassifications consisted of 1) Ps. 16,242 and Ps. 9,678, respectively, reclassified from extraordinary items to non-ordinary items, and 2) Ps. 3,904 and Ps. 2,557, respectively, reclassified from provision for income taxes and employees statutory profit sharing to general and administrative expenses.

(8) Based on the ratio of 10 Series B shares per ADS.

(9) Income tax was payable on the dividends because the distribution was not made from our after-tax earnings account.

(10) Shares outstanding for all periods presented were 300,000,000.

(11) In 2008, we adopted Mexican FRS B-2 Cash-Flow which requires us to present a statement of cash flows in place of a statement of changes in financial position. The statement of cash flows

classifies cash receipts and payments according to whether they stem from operating, investing or financing activities.

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EXCHANGE RATES

The following table sets forth, for the periods indicated, the high, low, average and period-end, free-market exchange rate expressed in pesos per U.S. dollar. The average annual rates presented in the following table were calculated using the average of the exchange rates on the last day of each month during the relevant period. The data provided in this table is based on noon buying rates published by the Federal Reserve Bank of New York for cable transfers in Mexican pesos for the periods ended December 31, 2004 through December 31, 2008. The Federal Reserve Bank of New York discontinued the publication of foreign exchange rates on December 31, 2008, and therefore, the data provided for the periods beginning January 1, 2009 are based on the rates published by the U.S. Federal Reserve Board in its H.10 Weekly Release of Foreign Exchange Rates. We have not restated the rates in constant currency units. All amounts are stated in pesos. We make no representation that the Mexican peso amounts referred to in this annual report could have been or could be converted into U.S. dollars at any particular rate or at all.

	Exchange Rate			
Year Ended December 31,	**High**	**Low**	**Period End**	**Average[(1)]**
2004	11.64	10.81	11.15	11.31
2005	11.41	10.41	10.63	10.89
2006	11.46	10.43	10.80	10.91
2007	11.27	10.67	10.92	10.93
2008	13.94	9.92	13.83	11.21
December 2008	13.83	13.09	13.83	13.42
2009				
January 2009	14.33	13.33	14.33	13.88
February 2009	15.09	14.13	15.09	14.61
March 2009	15.59	14.02	14.21	14.69
April 2009	13.89	13.05	13.80	13.39
May 2009	13.82	12.88	13.18	13.19

(1) Average of month-end rates or daily rates, as applicable.

Source: Federal Reserve Bank of New York noon buying rate (2004-2008); Federal Reserve Board H.10 Weekly Release (2009).

Except for the period from September through December 1982, during a liquidity crisis, the Mexican Central Bank has consistently made foreign currency available to Mexican private-sector entities (such as us) to meet their foreign currency obligations. Nevertheless, in the event of renewed shortages of foreign currency, there can be no assurance that foreign currency would continue to be available to private-sector companies or that foreign currency needed by us to service foreign currency obligations or to import goods could be purchased in the open market without substantial additional cost.

Fluctuations in the exchange rate between the peso and the U.S. dollar will affect the U.S. dollar value of securities traded on the Mexican Stock Exchange, and, as a result, will likely affect the market price of the ADSs. Such fluctuations will also affect the U.S. dollar conversion by the depositary of any cash dividends paid in pesos.

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On December 31, 2008, the Federal Reserve Bank of New York noon buying rate was Ps. 13.83 per U.S.$1.00. On June 5, 2009, the exchange rate for pesos, as published by the Federal Reserve Board was Ps. 13.295 per U.S. $1.00. For a discussion of the effects of fluctuations in the exchange rates between the peso and the U.S. dollar, see Item 10. Additional Information Exchange Controls.

RISK FACTORS

Risks Related to Our Operations

Hurricanes, epidemics and other natural disasters have adversely affected our business in the past and could do so again in the future.

The recent outbreak of Influenza A/H1N1 in Mexico has, and will continue to adversely affect our business.

Since late April 2009, Mexico has been affected by an outbreak of Influenza A/H1N1. According to the Mexican Secretary of Health, Influenza A/H1N1 has resulted in the deaths of 83 people in Mexico, with a total of 4,541 reported cases as of May 25, 2009. As a result of the outbreak and the subsequent transmission to the United States, a number of countries, including the United States, Great Britain and France, as well as the European Union advised against non-essential travel to Mexico, although these advisories had been lifted as of May 20, 2009. At least four countries (Argentina, Cuba, Ecuador and Peru) ordered restrictions on flights to Mexico, although as of June 1, 2009, flights had resumed from these countries. In addition, a larger number of countries have imposed restrictions on travelers and cargo arriving from Mexico. For more information on the Influenza A/H1N1, please see Item 5. Operating and Financial Review and Prospects Recent Developments Influenza A/H1N1. These travel restrictions have resulted in a significant reduction in international passenger traffic to and from our airports since late April 2009. Furthermore, the Mexican government ordered the cancellation of all public events and the closure of most museums and other tourist attractions from April 24 to May 5, 2009. As a result of this and other regulations imposed by the government, domestic travel within Mexico, and therefore, our domestic passenger traffic, declined substantially during this period. During the last week of April and the first week of May 2009, international and domestic passenger traffic levels declined by 31.7% and 39.9%, respectively, when compared to the last week of April and the first week of May 2008. As a result of these declines in international and domestic passenger traffic to and from our airports, our results of operations have been adversely affected, and we expect that they may continue to be adversely affected until the scope of the Influenza A/H1N1 outbreak is reduced and the public perceives that it is again safe to travel to the destinations served by our airports.

We have experienced hurricanes in the past, and may experience hurricanes in the future.

The southeast region of Mexico, like other Caribbean destinations, experiences hurricanes, particularly during the third quarter of each year. Portions of the southeast region also experience earthquakes from time to time. Natural disasters may impede operations, damage infrastructure necessary to our operations and/or adversely affect the destinations served by our airports. Any of these events could reduce our passenger traffic volume. The occurrence of natural disasters in the destinations we serve has adversely affected, and could in the future adversely affect, our business, results of operations, prospects and financial condition. Some experts believe that climate change due to global warming could increase the frequency and severity of hurricanes in the future. We have insured the physical facilities at our airports against damage caused by natural disasters, accidents or other similar events, but do not have insurance covering losses due to resulting business interruption. Moreover, should losses occur, there can be no assurance that losses caused by damages to the physical facilities will not exceed the pre-established limits on the policies.

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On October 21, 2005, Hurricane Wilma struck the Yucatan Peninsula, causing severe damage to the infrastructure of the Cancún and Cozumel airports and to our administrative office building in Cancún. Cancún and Cozumel airports were closed for approximately 62 hours and 42 hours, respectively, and airport operations were disrupted for several weeks thereafter. The hurricane also inflicted extensive damage on the hotel and tourist infrastructure in Cancún, the Mayan Riviera region and Cozumel, which led to sharply reduced air passenger traffic at our airports, especially in the fourth quarter of 2005 and during the first half of 2006. During the fourth quarter of 2005, our passenger traffic decreased 33.1%, and revenues and operating income fell 32.6% and 86.5%, respectively, relative to the same period in 2004, reflecting the decline in passenger traffic. Tourism in Cancún and the Mayan Riviera has by now largely recovered from Hurricane Wilma, and tourism in Cozumel continues to recover.

Other hurricanes, such as Hurricane Dean in August 2007, Hurricane Emily in July 2005 and Hurricane Ivan in September 2004, have also affected our operations.

Our business could be adversely affected by a downturn in the U.S. economy.

In 2008, 64.4% of the international passengers served by our airports arrived or departed on flights originating in or departing to the United States. Thus, our business is dependent on the condition of the U.S. economy, and is particularly influenced by trends in the United States relating to leisure travel, consumer spending and international tourism. Events and conditions affecting the U.S. economy may adversely affect our business, results of operations, prospects and financial condition. The U.S. economy has recently experienced and continues to experience a recession that may negatively affect our results of operations. For example, in the third and fourth quarters of 2008, according to the U.S. Bureau of Economic Analysis, the U.S. gross domestic product decreased at annualized rates of 0.5% and 6.2%, respectively, and in the first quarter of 2009, U.S. gross domestic product decreased at an annualized rate of 5.7%. If this recession becomes a prolonged economic crisis, it will likely have a material adverse effect on our results of operations.

Fluctuations in international petroleum prices could reduce demand for air travel.

International prices of fuel, which represents a significant cost for airlines using our airports, have experienced significant volatility over the past year. Most of our airline customers use kerosene-based jet fuel, the price of which is based upon the U.S. spot prices for that fuel plus the cost of transportation to each airport. The U.S. gulf coast spot price for kerosene-based jet fuel was $2.74 per gallon on January 2, 2008, peaked at $4.81 per gallon on September 12, 2008, reached a low point at $1.21 per gallon on December 10, 2008, and ended the year at $1.32 per gallon on December 31, 2008, according to the Energy Information Administration of the U.S. Department of Energy. The price of fuel may be subject to further fluctuations resulting from a reduction or increase in output of petroleum, voluntary or otherwise, by oil-producing countries, other market forces, a general increase in international hostilities, or any future terrorist attacks. In addition, a number of airlines have engaged in hedging strategies with respect to fuel prices that, because of the recent decline in oil prices, have resulted in the airlines incurring significant derivative-related liabilities. Such increases in airlines costs may have resulted in higher airline ticket prices and may decrease demand for air travel generally, thereby having an adverse effect on our revenues and results of operations.

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The loss of one or more of our key customers could result in a loss of a significant amount of our revenues.
The global airline industry has recently experienced and continues to experience significant financial difficulties, marked by the filing for bankruptcy protection of several carriers and recent warnings regarding industry profitability, largely as a result of higher oil prices. On March 24, 2009, the International Air Transport Association (IATA) revised its 2009 financial forecast for the air transport industry downwards to a loss of U.S.$4.7 billion from its prior forecast of a loss of U.S.$2.5 billion. Our business and results of operations could be adversely affected if we do not continue to generate comparable portions of our revenue from our key customers, including Grupo Mexicana, which includes Click (formerly known as Aerovías Caribe) (which accounted for 5.2% of our revenues in 2008) and Mexicana (which accounted for 5.0% of our revenues in 2008), American Airlines (which accounted for 4.7% of our revenues in 2008), Continental Airlines (which accounted for 4.5% of our revenues in 2008) and Aeromexico (4.0% of our revenues in 2008). We do not have contracts with any airlines that obligate them to continue providing service to our airports and we can offer no assurance that competing airlines would seek to increase their flight schedules if any of our key customers reduced their use of our airports. We expect that we will continue to generate a significant portion of our revenues from a relatively small number of airlines in the foreseeable future. Our business and results of operations could be adversely affected if we do not continue to generate comparable portions of our revenue from our key customers.
Furthermore, passenger charges, which accounted for 51.5% of our revenues in 2008, are collected by airlines from passengers on our behalf and are later paid to us 30 to 115 days following the date of each flight. If any of our key customers were to become insolvent or seek bankruptcy protection, we would be an unsecured creditor with respect to any unpaid passenger charges, and we might not be able to recover the full amount of such charges
In addition, Mexican law prohibits an international airline from transporting passengers from one Mexican location to another (unless the flight originated outside Mexico), which limits the number of airlines providing domestic service in Mexico. Accordingly, we expect to continue to generate a significant portion of our revenues from domestic travel from a limited number of airlines.

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Our business is highly dependent upon revenues from Cancún International Airport.

In 2008, Ps. 2,443.3 million or 77.1% respectively, of our revenues were derived from operations at Cancún International Airport. During 2007 and 2008, Cancún International Airport represented 69.8% and 71.2%, respectively, of our passenger traffic and 43.5% and 44.9%, respectively, of our air traffic movements. The desirability of Cancún as a tourist destination and the level of tourism to the area are dependent on a number of factors, many of which are beyond our control. For example, in 2008, some newspapers reported an increase in the level of drug-related violence in Mexico. Although these reports generally indicated that this increase in violence affects mostly cities along the U.S.-Mexico border, and is generally not directed at tourists, the reports may have created a perception that Mexico has become a less safe and secure place to visit. In turn, we believe that it is possible that this perception has adversely affected the desirability of Cancún as a tourist destination. We cannot assure you that tourism in Cancún will not decline in the future. Any event or condition affecting Cancún International Airport or the areas that it serves could have a material adverse effect on our business, results of operations, prospects and financial condition.

The September 11, 2001 terrorist attacks had a severe impact on the international air travel industry and adversely affected our business. Similar events may do so again in the future.

The events of September 11, 2001 resulted in a significant decline in passenger traffic worldwide and future terrorist attacks could result in similar declines.

The terrorist attacks on the United States on September 11, 2001 had a severe adverse impact on the air travel industry, particularly on U.S. carriers and carriers operating international service to and from the United States. Airline traffic in the United States fell precipitously after the attacks. In Mexico, airline and passenger traffic decreased substantially, although the decrease was less severe than in the United States. Our airports experienced a significant decline in passenger traffic following September 11, 2001. Any future terrorists attacks, whether or not involving aircraft, will likely adversely affect our business, results of operations, prospects and financial condition.

Security enhancements have resulted in increased costs and may expose us to greater liability.

The air travel business is susceptible to increased costs resulting from enhanced security and higher insurance and fuel costs. Following the events of September 11, we reinforced security at our airports. For a description of the security measures that we adopted, see Item 4. Information on the Company Business Overview Non-Aeronautical Services Airport Security. While enhanced security at our airports has not resulted in a significant increase in our operating costs to date, we may be required to adopt additional security measures in the future. In addition, our general liability insurance premiums for 2002 increased substantially relative to our 2001 premiums and may rise again in the future. Since October 2001, we carry a U.S.$50 million insurance policy covering liabilities resulting from terrorist acts. Because our insurance polices do not cover losses resulting from war in any amount or from terrorism for amounts greater than U.S.$50 million, we could incur significant

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costs if we were to be directly affected by events of this nature. While governments in other countries have agreed to indemnify airlines for liabilities they might incur resulting from terrorist attacks, the Mexican government has not done so and has given no indication of any intention to do the same. In addition, fuel prices and supplies, which constitute a significant cost for airlines using our airports, may be subject to increases resulting from any future terrorist attacks, a general increase in international hostilities or a reduction in output of fuel, voluntary or otherwise, by oil producing countries. Such increases in airlines costs have resulted in higher airline ticket prices and decreased demand for air travel generally, thereby having an adverse effect on our revenues and results of operations. In addition, because a substantial majority of our international flights involve travel to the U.S., we may be required to comply with security directives of the U.S. Federal Aviation Authority, in addition to the directives of Mexican aviation authorities.

Mexican aviation authorities recently adopted International Civil Aviation Organization guidelines requiring checked baggage on all international commercial flights beginning in January 2006 to undergo a new comprehensive screening process. As of January 2006, we implemented the new screening system for all departing international flights, and we implemented the same system for domestic flights as of July 1, 2006. Although airlines, rather than holders of airport concessions, are responsible for baggage screening under Mexican law, we decided to purchase, install and operate the new screening equipment and supply this service to the airlines to facilitate their compliance with the new policy. This could expose us to liability relating to the purchase, installation and operation of the equipment, or require us to purchase, install and operate additional equipment, if, among other possibilities, the new screening procedures were to fail to detect or intercept any attempted terrorist act occurring or originating at our airports. We cannot estimate the cost to us of any such liability, if any were to arise.

International events could have a negative impact on international air travel and our business.

Historically, a substantial majority of our revenues have been aeronautical services, and our principal source of aeronautical revenues is passenger charges. Passenger charges are payable for each passenger (other than diplomats, infants, transfer and transit passengers) departing from the airport terminals we operate, collected by the airlines and paid to us. In 2008, passenger charges represented 51.5% of our consolidated revenues.

International events such as the terrorist attacks on the United States on September 11, 2001, the war in Iraq and public health crises such as Severe Acute Respiratory Syndrome (or SARS) have disrupted the frequency and pattern of air travel worldwide in recent years. Because our revenues are largely dependent on the level of passenger traffic in our airports, any general increase of hostilities relating to reprisals against terrorist organizations, further conflict in the Middle East, outbreaks of health epidemics such as Influenza A/H1N1, SARS, avian influenza or other events of general international concern (and any related economic impact of such events) could result in decreased passenger traffic and increased costs to the air travel industry and, as a result, could cause a material adverse effect on our business, results of operations, prospects and financial condition.

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Our revenues are highly dependent on levels of air traffic, which depend in part on factors beyond our control.
Our revenues are closely linked to passenger and cargo traffic volumes and the number of air traffic movements at our airports. These factors directly determine our revenues from aeronautical services and indirectly determine our revenues from non-aeronautical services. Passenger and cargo traffic volumes and air traffic movements depend in part on many factors beyond our control, including economic conditions in Mexico and the United States, the political situation in Mexico and elsewhere in the world, the attractiveness of our airports relative to that of other competing airports, fluctuations in petroleum prices (which can have a negative impact on traffic as a result of fuel surcharges or other measures adopted by airlines in response to increased fuel costs) and changes in regulatory policies applicable to the aviation industry. Any decreases in air traffic to or from our airports as a result of factors such as these could adversely affect our business, results of operations, prospects and financial condition.
Our business is highly dependent upon the operations of Mexico City Area Airports.
In 2006, 2007 and 2008, approximately 76.5%, 66.9% and 63.2% respectively, of our domestic passengers flew to or from our airports via Mexico City International Airport. As a result, our domestic traffic is highly dependent upon the operations of Mexico City International Airport. In 2007, Mexico City International Airport opened Terminal 2 with 23 boarding gates with boarding bridges and three remote boarding gates served by buses, thus increasing its terminal capacity. However, we cannot assure you that the airport s operations will not decrease in the future, or that this capacity increase will result in an increase in passenger traffic at our airports.
Additionally, Toluca International Airport, which is located approximately 64 km from Mexico City, has recently emerged as a complementary airport to Mexico City International Airport. Toluca International Airport is largely served by low-cost airlines that cater to domestic leisure travelers, which we believe tend to be sensitive to both changes in the cost of air travel and economic conditions, and, to a lesser extent, business travelers. In 2007 and 2008, approximately 10.6% and 13.6%, respectively, of our domestic passengers flew to or from our airports via Toluca International Airport. However, beginning in 2008, the rising cost of fuel resulted in higher prices for air travel, which led to decreased passenger traffic from domestic leisure travelers. In addition, as a result of recent economic and other conditions in Mexico, we believe that discretionary spending on domestic travel in Mexico has decreased. As a result of decreased domestic travel, passenger traffic to and from Toluca has declined significantly, from approximately 14.9% of passengers traveling through our airports in the first quarter of 2008 to 7.5% of passengers traveling through our airports in the first quarter of 2009. Any event or condition that adversely affects Mexico City International Airport or Toluca International Airport could adversely affect our business, results of operations, prospects and financial condition.

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Competition from other tourist destinations could adversely affect our business.

One of the principal factors affecting our results of operations and business is the number of passengers using our airports. The number of passengers using our airports may vary as a result of factors beyond our control, including the level of tourism in Mexico. In addition, our passenger traffic volume may be adversely affected by the attractiveness, affordability and accessibility of competing tourist destinations in Mexico, such as Acapulco, Puerto Vallarta and Los Cabos, or elsewhere, such as Puerto Rico, Florida, Cuba, Jamaica, the Dominican Republic and other Caribbean islands and Central American destinations. The attractiveness of the destinations we serve is also likely to be affected by perceptions of travelers as to the safety and political and social stability of Mexico. There can be no assurance that tourism levels in the future will match or exceed current levels.

Revenues from passenger charges are not secured, and we may not be able to collect amounts invoiced in the event of the insolvency of one of its principal airline customers.

In recent years, many airlines have reported substantial losses. Our revenues from passenger charges from our principal airline customers are not secured by a bond or any other collateral. Thus, in the event of the insolvency of any of these airlines, we would not be assured of collecting any amounts invoiced to that airline in respect of passenger charges.

If a change in relations with our labor force should occur, such a change could have an adverse impact on our results of operations.

Although we currently believe we maintain good relations with our labor force, if any conflicts with our employees were to arise in the future, including with our unionized employees (which accounted for approximately 40.4% of our total employees as of December 31, 2008), resulting events such as strikes or other disruptions that could arise with respect to our workforce could have a negative impact on our results of operations.

The operations of our airports may be disrupted due to the actions of third parties beyond our control.

As is the case with most airports, the operation of our airports is largely dependent on the services of third parties, such as air traffic control authorities and airlines. We are also dependent upon the Mexican government or entities of the government for provision of services such as energy, supply of fuel to aircraft at our airports and immigration services for our international passengers. We are not responsible for and cannot control the services provided by these parties. Any disruption in or adverse consequence resulting from their services, including a work stoppage or other similar event, may have a material adverse effect on the operation of our airports and on our results of operations.

Fernando Chico Pardo, through his own investment vehicles and his 51% interest in Inversiones y Tecnicas Aeroportuarias, S.A. de C.V., or ITA, has a significant influence as a shareholder and over our management, and his interests may differ from those of other stockholders.

Following tender offers in the United States and Mexico for our Series B shares that expired on June 19, 2007 and subsequent market purchases, Agrupación Aeroportuaria Internacional, S.A. de C.V. and Agrupación Aeroportuaria Internacional II, S.A. de C.V., entities indirectly owned and controlled by Fernando Chico Pardo, now own 25.4% of our total capital stock. The results of the tender offers are described in greater detail in Item 7 Major Shareholders and Related Party Transactions Major Shareholders Tender Offer by Fernando Chico Pardo.

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In addition, ITA, an entity owned 51% by Mr. Chico Pardo and 49% by Copenhagen Airports A/S (Copenhagen Airports), holds Series BB shares representing 7.65% of our capital stock. These Series BB shares provide it with special management rights. For example, pursuant to our bylaws, ITA is entitled to present the board of directors the name or names of the candidates for appointment as chief executive officer, to remove our chief executive officer and to appoint and remove one half of the executive officers, and to elect two members of our board of directors. ITA also has the right to veto certain actions requiring approval of our stockholders. Our bylaws also provide ITA veto rights with respect to certain corporate actions so long as its Series BB shares represent at least 7.65% of our capital stock. Special rights granted to ITA are more fully discussed in Item 10. Additional Information and Item 7. Major Shareholders and Related Party Transactions.

As a result of this ownership, Mr. Chico Pardo, who is also the chairman of our board of directors and our Chief Executive Officer, directly and indirectly owns 29.3% of our total capital stock, and is able to exert a significant influence over our management and matters requiring the approval of our stockholders. The interests of Mr. Chico Pardo, Copenhagen Airports and ITA may differ from those of our other stockholders, and there can be no assurance that any of Mr. Chico Pardo, Copenhagen Airports or ITA will exercise its rights in ways that favor the interests of our other stockholders. Furthermore, this concentration of ownership by Mr. Chico Pardo and the special rights granted to ITA may have the effect of impeding a merger, consolidation, takeover or other business combination involving ASUR.

Some of our board members and stockholders have business relationships that may generate conflicts of interest.

Some of our board members or stockholders may have outside business relationships that generate conflicts of interest. For example, Fernando Chico Pardo, the chairman of our board of directors, our principal stockholder, is also a member of the board of directors of Grupo Posadas, S.A. de C.V., a company that holds an interest in Click (formerly known as Aerovías Caribe) and Mexicana Airlines. Click and Mexicana are our largest and second largest customers respectively, accounting for 5.2% and 5.0% of our revenues in 2008, respectively. Conflicts may arise between the interests of these or other individuals in their capacities as our shareholders and/or directors, on the one hand, and their outside business interests on the other. There can be no assurance that any conflicts of interest will not have an adverse effect on our shareholders.

Our operations are at greater risk of disruption due to the dependence of most of our airports on a single commercial runway.

As is the case with many other domestic and international airports around the world, most of our airports, including Cancún International Airport, have only one commercial aviation runway. While we seek to keep our runways in good working order and to conduct scheduled maintenance during off-peak hours, we cannot assure you that the operation of our runways will not be disrupted due to required maintenance or repairs. In addition, our runways may require unscheduled repair or maintenance due to natural disasters, aircraft accidents and other factors that are beyond our control. The closure of any runway for a significant period of time could have a material adverse effect on our business, results of operations, prospects and financial condition.

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Due to a significant increase in air traffic operations at Cancún International Airport in recent years, we have begun construction on a second runway, which we expect to complete in the fourth quarter of 2009. If we are unable to complete the construction or commence operation of this second runway for any reason, it could limit the growth of our business and adversely affect our results of operations, future prospects or financial condition.

We are exposed to risk related to construction projects.

The building requirements under our master development programs could encounter delays or cause us to exceed our budgeted costs for such projects, which could limit our ability to expand capacity at our airports, increase our operating or capital expenses and could adversely affect our business, results of operations, prospects and financial condition. Such delays or budgetary overruns also could limit our ability to comply with our master development programs.

In addition, in November 2008, as part of our purchase 130 hectares of land in Huatulco for Ps. 286.3 million from the National Tourism Fund, or FONATUR, we agreed to construct at least 450 and up to 1,300 hotel rooms. In connection with the construction of these hotel rooms, we have agreed to meet a series of construction milestones, including presentation of a master development plan, submission of architectural plans, application for environmental permits, commencement of construction and substantial completion of construction. We have completed and presented a master development plan and FONATUR granted us a one-year extension of time to submit architectural plans. For more information on the Huatulco development, please see Item 4. Information on the Company Business Overview Other Properties . If we do not satisfy the remaining milestones within the allotted time (including any extensions) or we otherwise fail to satisfy them, we may be subject to penalties, including a fine of up to 6.5% of the amount we paid for the land, or Ps. 17.2 million, and the potential seizure by FONATUR of the land that we purchased. We cannot assure you that FONATUR will grant future requests for extensions of time, or that we will be able to timely complete the required steps within their respective allotted time frames.

We are exposed to risks inherent to the operation of airports.

We are obligated to protect the public at our airports and to reduce the risk of accidents. As with any company dealing with members of the public, we must implement certain measures for the protection of the public, such as fire safety in public spaces, design and maintenance of car parking facilities and access routes to meet road safety rules. We are also obligated to take certain measures related to aviation activities, such as maintenance, management and supervision of aviation facilities, rescue and fire-fighting services for aircraft, measurement of runway friction coefficients and measures to control the threat from birds and other wildlife on airport sites. These obligations could increase our exposure to liability to third parties for personal injury or property damage resulting from our operations.

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Our insurance policies may not provide sufficient coverage against all liabilities.

While we seek to insure all reasonable risks, we can offer no assurance that our insurance policies would cover all of our liabilities in the event of an accident, terrorist attack or other incident. The markets for airport insurance and construction insurance are limited, and a change in coverage policy by the insurance companies involved could reduce our ability to obtain and maintain adequate or cost-effective coverage. A certain number of our assets cannot, by their nature, be covered by property insurance (notably aircraft movement areas, and certain civil engineering works and infrastructure). In addition, we do not currently carry business interruption insurance.

Risks Related to the Regulation of Our Business

The price regulatory system applicable to our airports imposes maximum rates for each airport.

The price regulatory system does not guarantee that our consolidated results of operations, or that the results of operations of any airport, will be profitable.

The system of price regulation applicable to our airports establishes an annual maximum rate for each airport, which is the maximum annual amount of revenues per workload unit (which is equal to one passenger or 100 kilograms (220 pounds) of cargo) that we may earn at that airport from services subject to price regulation. The maximum rates for our airports have been determined for each year through December 31, 2013. For a discussion of the framework for establishing our maximum rates and the application of these rates, see Item 4. Information on the Company Regulatory Framework Price Regulation. Under the terms of our concessions, there is no guarantee that the results of operations of any airport will be profitable.

Our concessions provide that an airport s maximum rates will be adjusted periodically for inflation. Although we are entitled to request additional adjustments to an airport s maximum rates under certain circumstances, including the amendment of certain provisions of the Mexican Airport Law, our concessions provide that such a request will be approved only if the Ministry of Communications and Transportation determines that certain events specified in our concessions have occurred. The circumstances under which we are entitled to an adjustment are described under Item 4. Information on the Company Regulatory Framework Price Regulation Special Adjustments to Maximum Rates. There can be no assurance that any such request would be made or granted.

Our results of operations may be adversely affected by required efficiency adjustments to our maximum rates.

In addition, our maximum rates are subject to annual efficiency adjustments, which have the effect of reducing the maximum rates for each year to reflect projected efficiency improvements. For the five-year term ending December 31, 2013, an annual efficiency adjustment factor of 0.70% was established by the Ministry of Communications and Transportation. Future annual efficiency adjustments will be determined by the Ministry of Communications and Transportation in connection with the setting of each airport s maximum rates every five years. For a description of these efficiency adjustments, see Item 4. Information on the Company Regulatory Framework Price Regulation Methodology for Determining Future Maximum Rates. We cannot assure you that we will achieve efficiency improvements sufficient to allow us to maintain or increase our operating income as a result of the progressive decrease in each airport s maximum rate.

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Our maximum rates and investment commitments will be adjusted if a concession is granted to construct the Mayan Riviera airport.

The Master Development Plans and maximum rates for each of our airports were approved on March 31, 2009, as of which date a concession for the Mayan Riviera airport had not been granted. The Mayan Riviera airport is included in the National Infrastructure Plan for 2007-2012. Because of uncertainty relating to the timing of the granting of the concession, the Ministry of Communications and Transportation did not account for any effects related to construction, administration and operation of the Mayan Riviera airport, and the beginning of flight operations there, on projected passenger traffic levels for Cancún airport. Accordingly, within three months as from the granting of a concession to operate the Mayan Riviera airport, the Ministry of Communications and Transportation has committed to revise the passenger traffic level projections for our airports and to modify accordingly the Master Development Plans, investment obligations and maximum tariffs that we are authorized to charge. We cannot predict how the Ministry of Communications and Transportation will adjust our Master Development Plans and maximum rates, whether these adjustments will be sufficient to account for the effects on projected traffic levels at Cancún airport, or whether these adjustments will be favorable at all.

The regulatory framework we are subject to could be changed in a way that adversely affects us due to a report issued by the Chairman of the Mexican Competition Commission.

On October 1, 2007, the Chairman of Federal Competition Commission (*Comisión Federal de Competencia*, or the Competition Commission) released an independent report on the competitiveness of Mexico s airports relative to each other and to international airports. For a description of this report, please see Item 5. Operating and Financial Review and Prospects Recent Developments - Report of the Federal Competition Commission on Mexico s Airports. After the Competition Commission Chairman s report was released, a bill was introduced in Mexico s Congress to amend the Mexican Airport Law. The bill proposes to establish an autonomous Federal Airport Services Commission (*Comision Federal de Servicios Aeroportuarios*) which would be charged with regulating airport service providers; require the *Secretaria de Comunicaciones y Transporte*, or the Ministry of Communications and Transportation to consult with the Competition Commission on policy decisions and the granting of concessions; allow the Ministry of Communications and Transportation to consider economic efficiency and reductions in user costs when granting airport concessions; permit the Federal Airport Services Commission to conduct auctions for take-off and landing slots at saturated airports; allow the Federal Airport Services Commission to require equal participation by investors and Mexican businesses in providing regulated services and to require airports to obtain an annual accreditation. We cannot predict whether these amendments will be adopted or, if adopted, the impact they would have on us, including whether these amendments would result in a change to our maximum rates.

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Changes to Mexican laws, regulations and decrees applicable to us could have a material adverse impact on our results of operations.

The Mexican government has recently implemented changes, and may implement additional reforms, to the tax laws applicable to Mexican companies including ASUR. The terms of our concessions do not exempt us from any changes to the Mexican tax laws. Should the Mexican government implement changes to the tax laws that result in our having significantly higher income or asset tax liability, we will be required to pay the higher amounts due pursuant to any such changes, which could have a material adverse impact on our results of operations. In addition, changes to the Mexican constitution or to any other Mexican laws could also have a material adverse impact on our results of operations.

Our concessions may be terminated under various circumstances, some of which are beyond our control.

We operate each of our airports under 50-year concessions granted as of 1998 by the Mexican government. A concession may be terminated for a variety of reasons. For example, a concession may be terminated if we fail to make the committed investments required by the terms of that concession. In addition, in the event that we exceed the applicable maximum rate at an airport in any year, the Ministry of Communications and Transportation is entitled to reduce the applicable maximum rate at that airport for the subsequent year and assess a penalty. Violations of certain terms of a concession (including violations for exceeding the applicable maximum rate) can result in termination only if sanctions have been imposed for violation of the relevant term at least three times. Violations of other terms of a concession can result in the immediate termination of the concession. We would face similar sanctions for violations of the Mexican Airport Law or its regulations. Although we believe we are currently complying with the principal requirements of the Mexican Airport Law and its regulations, we may not be in compliance with certain requirements under the regulations. These violations could result in fines or other sanctions being assessed by the Ministry of Communications and Transportation, and are among the violations that could result in termination of a concession if they occur three or more times. For a description of the consequences that may result from the violation of various terms of our concessions, the Mexican Airport Law or its regulations, see Item 4. Information on the Company Regulatory Framework Penalties and Termination and Revocation of Concessions and Concession Assets.

Under applicable Mexican law and the terms of our concessions, our concessions may also be made subject to additional conditions, which we may be unable to meet. Failure to meet these conditions may also result in fines, other sanctions and the termination of the concessions.

In addition, the Mexican government may terminate one or more of our concessions at any time through reversion (*rescate*), if, in accordance with applicable Mexican law, it determines that it is required by national security or in the public interest to do so. In the event of a reversion (*rescate*) of the public domain assets that are the subject of our concessions, such assets would revert to the Mexican government and the Mexican government under Mexican law would be required to compensate us, taking into consideration investments made and depreciation of the relevant assets, but not the value of the assets subject to the concessions, based on the methodology set forth in the reversion (*rescate*) resolution issued by the Mexican Ministry of Communications and Transportation. There can be no assurance that we will receive compensation equivalent to the value of our investment in our concessions and related assets in the event of such a reversion (*rescate*).

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In the event of war, natural disaster, grave disruption of the public order or an imminent threat to national security, internal peace or the economy, the Mexican government may carry out a requisition (*requisa* step-in rights) with respect to our airports. The step-in rights may be exercised by the Mexican government as long as the circumstances warrant. In all cases, except international war, the Mexican government is required to indemnify us for damages and lost profits (*daños y perjuicios*) caused by such requisition, calculated at their real value (*valor real*); provided that if we were to contest the amount of such indemnification, the amount of the indemnity with respect to damages (*daños*) shall be fixed by expert appraisers appointed by us and the Mexican government, and the amount of the indemnity with respect to lost profits (*perjuicios*) shall be calculated taking into consideration the average net income during the year immediately prior to the requisition. In the event of requisition due to international war, the Mexican government would not be obligated to indemnify us.

In the event that any one of our concessions is terminated, whether through reversion (*rescate*) or otherwise, our other concessions may also be terminated. Thus, the loss of any concession would have a material adverse effect on our business and results of operations. For a discussion of events which may lead to a termination of a concession, see Item 4. Information on the Company Regulatory Framework Penalties and Termination and Revocation of Concessions and Concession Assets. Moreover, we are required to continue operating each of our nine airports for the duration of our concessions, even if one or more of them are unprofitable.

The Mexican government could grant new concessions that compete with our airports, including the Cancún International Airport.

The Mexican government could grant additional concessions to operate existing government managed airports, or authorize the construction of new airports, that could compete directly with our airports. The Mexican government has announced that it intends**,** at some point in the future, to grant a concession for a new airport in the Mayan Riviera through a public bidding process. The bidding process is expected to take place during the second half of 2009. The Mexican state of Quintana Roo has formed a majority state-owned company to seek any such concession that may be granted. Currently, the Mayan Riviera is served primarily by Cancún International Airport. We have no further details on the construction or projected opening of the airport and are unable to predict the effect that it may have on our passenger traffic or operating results if the project is successfully carried out. Any competition from this or other such airports could have a material adverse effect on our business and results of operations. Generally, the grant of a concession for a new or existing airport is required to be made pursuant to a public bidding process. In the event that a competing concession is offered in a public bidding process, it is currently our intention to participate in such process, but we cannot assure you that we will participate, that we would be successful if we did participate or that the Federal Competition Commission will permit us to participate in the bidding process. In addition, in certain circumstances, the Mexican government can grant concessions without conducting a public bidding process. Furthermore, the Federal Competition Commission has the power, under certain circumstances, to reject awards of concessions granted by the government. Please see Item 4. Information on the Company Regulatory Framework Grants of New Concessions below. Grants of new concessions that compete with our airports could adversely affect our business, results of operations, prospects and financial condition.

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We provide a public service regulated by the Mexican government and our flexibility in managing our aeronautical activities is limited by the regulatory environment in which we operate.

Our aeronautical fees charged to airlines and passengers are, like most airports in other countries, regulated. In 2008, approximately 66.3% of our total revenues were earned from aeronautical services, which are subject to price regulation under our maximum rates. These regulations may limit our flexibility in operating our aeronautical activities, which could have a material adverse effect on our business, results of operations, prospects and financial condition. In addition, several of the regulations applicable to our operations and that affect our profitability are authorized (as in the case of our master development programs) or established (as in the case of our maximum rates) by the Ministry of Communications and Transportation for five-year terms. Except under limited circumstances, we generally do not have the ability unilaterally to change our obligations (such as the investment obligations under our master development programs or the obligation under concessions to provide a public service) or increase our maximum rates applicable under those regulations should our passenger traffic or other assumptions on which the regulations were based change during the applicable term. In addition, there can be no assurance that this price regulation system will not be amended in a manner that would cause additional sources of our revenues to be regulated.

We cannot predict how the regulations governing our business will be applied.

Many of the laws, regulations and instruments that regulate our business were adopted or became effective in 1999, and there is only a limited history that would allow us to predict the impact of these legal requirements on our future operations. In addition, although Mexican law establishes ranges of sanctions that might be imposed should we fail to comply with the terms of one of our concessions, the Mexican Airport Law and its regulations or other applicable law, we cannot predict the sanctions that are likely to be assessed for a given violation within these ranges. We cannot assure you that we will not encounter difficulties in complying with these laws, regulations and instruments. Moreover, there can be no assurance that the laws and regulations governing our business will not change.

The Ministry of Communications and Transportation has announced that it intends to establish a new, independent regulatory agency to supervise the operation of our airports, as well as those of other airports that have been opened to private investment. Likewise, a recent bill in Mexico s Congress proposes to establish a Federal Airport Services Commission. For further information on this agency, see Item 4. Information on the Company Regulatory Framework New Regulatory Agency. We cannot predict whether or when this new agency will be organized, the scope of its authority, the actions that it will take in the future or the effect of any such actions on our business.

If we exceed the maximum rate at any airport at the end of any year, we could be subject to sanctions.

Historically, we have set the prices we charge for regulated services at each airport as close as possible to the prices we are allowed to charge under the maximum rate for that airport. We expect to continue to pursue this pricing strategy in the future. For example, in 2008, our revenues subject to maximum rate regulation represented 95.4% of the amount we were entitled to earn under the maximum rates for all of our airports. There can be no assurance that we will be able to establish prices in the future that allow us to collect virtually all of the revenue we are entitled to earn from services subject to price regulation.

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The specific prices we charge for regulated services are determined based on various factors, including projections of passenger traffic volumes, the Mexican producer price index (excluding petroleum) and the value of the peso relative to the U.S. dollar. These variables are outside of our control. Our projections could differ from the applicable actual data, and, if these differences occur at the end of any year, they could cause us to exceed the maximum rate at any one or more of our airports during that year.

If we exceed the maximum rate at any airport at the end of any year, the Ministry of Communications and Transportation may assess a fine and may reduce the maximum rate at that airport in the subsequent year. The imposition of sanctions for violations of certain terms of a concession, including for exceeding the airport s maximum rates, can result in termination of the concession if the relevant term has been violated and sanctions have been imposed at least three times. In the event that any one of our concessions is terminated, our other concessions may also be terminated.

Depreciation of the peso may cause us to exceed our maximum rates.

We aim to charge prices that are as close as possible to our maximum chargeable rates, and we are entitled to adjust our specific prices only once every six months (or earlier upon a cumulative increase of 5% in the Mexican producer price index (excluding petroleum)). However, we generally collect passenger charges from airlines 30 to 115 days following the date of each flight. Such tariffs for the services that we provide to international flights or international passengers are generally denominated in U.S. dollars but are paid in Mexican pesos based on the average exchange rate for the month prior to each flight. Accordingly, depreciation of the peso, particularly late in the year, could cause us to exceed the maximum rates at one or more of our airports, which could lead to the termination of one of our concessions. The peso has recently experienced significant volatility, depreciating 29.4%, from 10.9814 pesos per U.S. dollar on September 30, 2008 to 14.2100 pesos per U.S. dollar on March 31, 2009. In the event that any one of our concessions is terminated, our other concessions may also be terminated.

Risks Related to Mexico

Appreciation, depreciation or fluctuation of the peso relative to the U.S. dollar could adversely affect our results of operations and financial condition.

Following the devaluation of the peso in December 1994 and the resulting economic crisis in Mexico, the aggregate passenger traffic volume in our airports in 1995 decreased as compared to the prior year, reflecting a decrease in domestic passenger traffic volume that more than offset an increase in international passenger traffic volume. Recently, the peso has decreased substantially in value against the U.S. dollar, which could (notwithstanding other factors) lead to a decrease in domestic passenger traffic, that may not be offset by any increase in international passenger traffic. Any future significant appreciation or depreciation of the peso could impact our aggregate passenger traffic volume.

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In addition, devaluation or depreciation of the peso against the U.S. dollar may adversely affect the dollar value of an investment in the ADSs and the Series B shares, as well as the dollar value of any dividend or other distributions that we may make.

As of December 31, 2008 less than 1.1% of our liabilities (U.S.$1.9 million) were dollar-denominated. Although we currently intend to fund the investments required by our business strategy through cash flow from operations, we may incur dollar-denominated debt to finance all or a portion of these investments. A devaluation of the peso would increase the debt service cost of any dollar-denominated indebtedness that we may incur and result in foreign exchange losses.

Severe devaluation or depreciation of the peso, or government imposition of exchange controls, may also result in the disruption of the international foreign exchange markets and may limit our ability to transfer or to convert pesos into U.S. dollars and other currencies.

Economic developments in Mexico may adversely affect our business and results of operations.

Although a substantial portion of our revenues is derived from foreign tourism, domestic passengers in recent years have represented approximately half of the passenger traffic volume in our airports. In addition, all of our assets are located, and all of our operations are conducted, in Mexico. As a result, our business, financial condition and results of operation could be adversely affected by the general condition of the Mexican economy, by a devaluation of the peso, by inflation and high interest rates in Mexico, or by political developments in Mexico.

Mexico has experienced adverse economic conditions.

In the past, Mexico has experienced economic crises, caused by internal and external factors, characterized by exchange rate instability (including large devaluations), high inflation, high domestic interest rates, economic contraction, a reduction of international capital flows, a reduction of liquidity in the banking sector and high unemployment rates. We cannot assume that such conditions will not return or that such conditions will not have a material adverse effect on our business, financial condition or results of operations.

Mexico experienced a period of slow growth from 2001 through 2003, primarily as a result of the downturn in the U.S. economy. In 2002, GDP grew by 0.9% and inflation reached 5.7%. In 2003, GDP grew by 1.4% and inflation was 4.0%. In 2004, GDP grew by 4.2% and inflation increased to 5.2%. In 2005, GDP grew by approximately 2.8% and inflation decreased to 3.3%. In 2006, GDP grew by approximately 4.8% and inflation reached 4.1%. In 2007, GDP grew by approximately 3.3% and inflation declined to 3.8%. In 2008, GDP grew by approximately 1.3% and inflation increased to 6.5%.

However, Mexico began to enter a recession in the fourth quarter of 2008, during which GDP fell by approximately 1.6% and inflation increased by 2.5%. GDP fell by an additional 8.2% and inflation increased by an additional 1.4% in the first quarter of 2009. During these periods, we have observed a decrease in domestic travel, which has affected passenger traffic levels at our airports.

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Mexico also has, and is expected to continue to have, high real and nominal interest rates. The 28-day Interbank Equilibirum Interest Rate, or *Tasa de Intereses Interbancaria de Equilibiro* (TIIE), as reported by the Banco de Mexico, averaged approximately 7.1%, 9.6%, 7.5%, 7.7% and 8.3% for 2004, 2005, 2006, 2007 and 2008, respectively. As of June 5, 2009, the TIIE was 5.38%. All of our current peso-denominated debt is charged interest at a rate based on TIIE. We do not use hedging agreements to manage our interest rate risk. Therefore, we may be charged high interest rates on our current peso-denominated debt or any peso-denominated debt we incur in the future. If the Mexican economy continues to experience a recession or the existing recession becomes more severe, if inflation or interest rates increase significantly or the Mexican economy is otherwise adversely impacted, our business, financial condition or results of operations could be materially and adversely affected.

Political conditions in Mexico could materially and adversely affect Mexican economic policy and, in turn, our operations.

National elections held on July 2, 2000 ended 71 years of rule by the Institutional Revolutionary Party (PRI) with the election of President Vicente Fox Quesada, a member of the National Action Party (PAN) and resulted in the increased representation of opposition parties in the Mexican Congress and in mayoral and gubernatorial positions. On July 2, 2006, Felipe Calderon Hinojosa, also of the PAN, was elected to succeed him. No single party currently has a majority in the Congress or Senate. Congressional elections are set to take place in July 2009. This shift in political power has transformed Mexico from a one-party state to a pluralist democracy. Multiparty rule is still relatively new in Mexico and could result in economic or political conditions that could materially and adversely affect our operations. The lack of a majority party in the legislature and the current lack of alignment between the legislature and the President could result in instability or deadlock.

Increased environmental regulation and enforcement in Mexico may affect us.

The level of environmental regulation in Mexico has significantly increased in recent years, and the enforcement of environmental laws is becoming substantially more stringent. We expect this trend to continue and to be stimulated by international agreements between Mexico and the United States. There can be no assurance that environmental regulations or their enforcement will not change in a manner that could have a material adverse effect on our business, results of operations, prospects or financial condition.

Developments in other countries may affect the prices of securities issued by Mexican companies.

The Mexican economy may be, to varying degrees, affected by economic and market conditions in other countries. Although economic conditions in other countries may differ significantly from economic conditions in Mexico, investors reactions to adverse developments in other countries may have an adverse effect on the market value of securities of Mexican issuers. In October 1997, prices of both Mexican debt and equity securities decreased substantially as a result of the sharp drop in Asian securities markets. Similarly, in the second half of 1998 and in early 1999, prices of Mexican securities were adversely affected by the economic crises in Russia and Brazil. The Mexican debt and equities markets also have been adversely affected by ongoing developments in the global credit markets.

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In addition, in recent years economic conditions in Mexico have become increasingly correlated with economic conditions in the United States as a result of NAFTA and increased economic activity between the two countries. Therefore, adverse economic conditions in the United States, the termination of NAFTA or other related events could have a material adverse effect on the Mexican economy. We cannot assure you that events in other emerging market countries, in the United States or elsewhere will not materially adversely affect our business, financial condition or results of operations.

Corporate disclosure.

A principal objective of the securities laws of the United States, Mexico, and other countries is to promote full and fair disclosure of all material corporate information, including accounting information. However, there may be different or less publicly available information about issuers of securities in Mexico than is regularly made available by public companies in countries with highly developed capital markets, including the United States.

In addition, accounting standards and disclosure requirements in Mexico differ from those of the United States. In particular, our Financial Statements are prepared in accordance with Mexican FRS, which differs from U.S. GAAP in a number of respects. Note 18 to our financial statements provides a description of the principal differences between Mexican FRS and U.S. GAAP as they relate to us. Items on the financial statements of a company prepared in accordance with Mexican FRS may not reflect its financial position or results of operations in the way they would be reflected had such financial statements been prepared in accordance with U.S. GAAP.

Mexican law and our bylaws restrict the ability of non-Mexican shareholders to invoke the protection of their governments with respect to their rights as shareholders.

As required by Mexican law, our bylaws provide that non-Mexican shareholders shall be considered as Mexicans in respect of their ownership interests in ASUR and shall be deemed to have agreed not to invoke the protection of their governments in certain circumstances. Under this provision, a non-Mexican shareholder is deemed to have agreed not to invoke the protection of his own government by asking such government to interpose a diplomatic claim against the Mexican government with respect to the shareholder s rights as a shareholder, but is not deemed to have waived any other rights it may have, including any rights under the U.S. securities laws, with respect to its investment in ASUR. If you invoke such governmental protection in violation of this agreement, your shares could be forfeited to the Mexican government.

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It may be difficult to enforce civil liabilities against us or our directors, officers and controlling persons.

ASUR is organized under the laws of Mexico, with its principal place of business *(domicilio social)* in Mexico City, and most of our directors, officers and controlling persons reside outside the United States. In addition, all or a substantial portion of our assets and their assets are located outside of the United States. As a result, it may be difficult for investors to effect service of process within the United States on such persons or to enforce judgments against them, including in any action based on civil liabilities under the U.S. federal securities laws. There is doubt as to the enforceability against such persons in Mexico, whether in original actions or in actions to enforce judgments of U.S. courts, of liabilities based solely on the U.S. federal securities laws.

The protections afforded to minority shareholders in Mexico are different from those in the United States.

Under Mexican law, the protections afforded to minority shareholders are different from those in the United States. In particular, the law concerning fiduciary duties of directors is not as fully developed as in other jurisdictions, there is no procedure for class actions, and there are different procedural requirements for bringing shareholder lawsuits. As a result, in practice it may be more difficult for minority shareholders of ASUR to enforce their rights against us or our directors or controlling shareholder than it would be for shareholders of a company incorporated in another jurisdiction, such as the United States.

Risks Related to Our ADSs

You may not be entitled to participate in future preemptive rights offerings.

Under Mexican law, if we issue new shares for cash as part of a capital increase, we generally must grant our shareholders the right to purchase a sufficient number of shares to maintain their existing ownership percentage in ASUR. Rights to purchase shares in these circumstances are known as preemptive rights. We may not legally be permitted to allow holders of ADSs in the United States to exercise any preemptive rights in any future capital increase unless we file a registration statement with the U.S. Securities and Exchange Commission, or SEC, with respect to that future issuance of shares, or the offering qualifies for an exemption from the registration requirements of the Securities Act of 1933, as amended.

At the time of any future capital increase, we will evaluate the costs and potential liabilities associated with filing a registration statement with the SEC and any other factors that we consider important to determine whether we will file such a registration statement.

We cannot assure you that we will file a registration statement with the SEC to allow holders of ADSs or shares in the United States to participate in a preemptive rights offering. In addition, under current Mexican law, sales by the depository of preemptive rights and distribution of the proceeds from such sales to you, the ADS holders, is not possible. As a result, your equity interest in ASUR may be diluted proportionately.

Holders of ADSs are not entitled to attend shareholders meetings, and they may only vote through the depositary.

Under Mexican law, a shareholder is required to deposit its shares with the Secretary of the Company, the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., a Mexican or foreign credit institution or a brokerage house in order to attend a shareholders meeting. A holder of ADSs will not be able to meet this requirement, and accordingly is not entitled to attend shareholders meetings. A holder of ADSs is entitled to instruct the depositary as to how to vote the shares represented by ADSs, in accordance with the procedures provided for in the deposit agreement, but a holder of ADSs will not be able to vote its shares directly at a shareholders meeting or to appoint a proxy to do so.

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FORWARD LOOKING STATEMENTS

This Form 20-F contains forward-looking statements. We may from time to time make forward-looking statements in our periodic reports to the Securities and Exchange Commission on Forms 20-F and 6-K, in our annual report to shareholders, in offering circulars and prospectuses, in press releases and other written materials and in oral statements made by our officers, directors or employees to analysts, institutional investors, representatives of the media and others. Examples of such forward-looking statements include:

- projections of operating revenues, net income (loss), net income (loss) per share, capital expenditures, dividends, capital structure or other financial items or ratios,
- statements of our plans, objectives or goals,
- statements about our future economic performance or that of Mexico or other countries in which we operate, and
- statements of assumptions underlying such statements.

Words such as believe, anticipate, plan, expect, intend, target, estimate, project, predict, forecast, and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, some of which are discussed above under Risk Factors, include material changes in the performance or terms of our concessions, developments in legal proceedings, economic and political conditions and government policies in Mexico or elsewhere, inflation rates, exchange rates, regulatory developments, customer demand and competition. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements.

Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update them in light of new information or future developments.

Item 4. Information on the Company

HISTORY AND DEVELOPMENT OF THE COMPANY

Grupo Aeroportuario del Sureste, S.A.B. de C.V., or ASUR, is a corporation (*sociedad anónima bursátil de capital variable*) organized under the laws of Mexico. We were incorporated in 1998 as part of the Mexican government s program for the opening of Mexico s airports to private-sector investment. The duration of our corporate existence is indefinite. We are a holding company and conduct all of our operations through our subsidiaries. The terms ASUR, we and our in this annual report refer both to Grupo Aeroportuario del Sureste, S.A.B. de C.V. as well as Grupo Aeroportuario del Sureste, S.A.B. de C.V. together with its subsidiaries. Our registered office is located at Bosque de Alisos No. 47ª-4th Floor, Bosques de las Lomas, 05120 México, D.F., Mexico, telephone (5255) 5284 0408.

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Investment by ITA

As part of the opening of Mexico s airports to investment, in 1998 the Mexican government sold a 15% equity interest in us in the form of 45,000,000 Series BB shares to ITA pursuant to a public bidding process. Currently, Fernando Chico Pardo, our Chairman and Chief Executive Officer, holds 51% of ITA s shares and Copenhagen Airports holds 49% of ITA s shares.

Mr. Chico Pardo became a stockholder in ITA in April 2004 when he acquired the 24.5% ownership stake of French group Vinci, S.A. in ITA and a 13.5% ownership stake of the Spanish group Ferrovial Aeropuertos, S.A. in ITA. At the same time, Copenhagen Airports acquired Ferrovial Aeropuertos, S.A. s 11.0% ownership interest in ITA, thereby increasing its participation in ITA from 25.5% to 36.5%. Mr. Chico Pardo acquired an additional 25.5% ownership stake in ITA through the exercise of his right of first refusal following the auction of such shares by NAFIN, a Mexican national credit institution and development bank controlled by the Mexican government. On April 29, 2005, Copenhagen Airports increased its participation in ITA from 36.5% to 49% through the purchase of shares from Mr. Chico Pardo.

In connection with the tender offers and other transactions undertaken by Mr. Chico Pardo in June 2007, ITA converted 22,050,000 Series BB shares representing 7.35% of our total outstanding capital stock into Series B shares and transferred such shares to Agrupación Aeroportuaria Internacional, S.A. de C.V. by means of a spin-off. As a result of this transaction and other open-market purchases, ITA currently holds 22,950,000 Series BB shares representing 7.65% of our total outstanding capital stock. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders Tender Offer by Fernando Chico Pardo .

Mr. Chico Pardo is the founder and President of Promecap, S.C. He serves as a board member of various organizations, including ITA, Grupo Posadas, Grupo Financiero Inbursa, Grupo Carso, Sanborns Hermanos and Sears Roebuck de Mexico.

Copenhagen Airports is among the world s leading airport operators and has won several international awards. Copenhagen Airport is Scandinavia s main airport. In 2008, approximately 21.5 million passengers were served at Copenhagen Airport. Additionally, Copenhagen Airports owns and operates Roskilde Airport located about 30 kilometers from Copenhagen, and holds shares in Newcastle International Airport in England.

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ITA paid the Mexican government a total of Ps. 1,165.1 million (nominal pesos, excluding interest) (U.S.$120.0 million based on the exchange rates in effect on the dates of payment) in exchange for:

- 45,000,000 Series BB shares representing 15% of our outstanding capital stock (as of the date hereof, Series BB shares represent 7.65% of our outstanding capital stock following the conversion described above),
- three options to subscribe for newly issued Series B shares, all of which have expired unexercised, and
- the right and obligation to enter into various agreements with us and the Mexican government, including a participation agreement, a technical assistance agreement and a shareholders agreement under terms established during the public bidding process. These agreements are described in greater detail under Item 7. Major Shareholders and Related Party Transactions Related Party Transactions.

Under the technical assistance agreement, ITA provides management and consulting services and transfers industry know-how and technology to ASUR in exchange for a technical assistance fee. This agreement is more fully described in Item 7. Major Shareholders and Related Party Transactions Related Party Transactions. The agreement provides us a perpetual and exclusive license in Mexico to use all technical assistance and know-how transferred to us by ITA or its stockholders during the term of the agreement. The agreement has an initial fifteen-year term, and is automatically renewed for successive five-year terms, unless one party provides the other a notice of termination within a specified period prior to a scheduled expiration date. ITA provides us assistance in various areas, including: development of our commercial activities, preparation of marketing studies focusing on increasing passenger traffic volume at our airports, assistance with the preparation of the master development plans that we are required to submit to the Ministry of Communications and Transportation with respect to each of our airports and the improvement of our airport operations.

The technical assistance fee is equal to the greater of a fixed dollar amount or 5% of our annual consolidated earnings before comprehensive financing cost, income taxes and depreciation and amortization (determined in accordance with Mexican FRS and calculated prior to deducting the technical assistance fee under this agreement). The agreement was recently amended to provide for quarterly payments of the fee. The fixed dollar amount decreased during the agreement s initial five years. The fixed dollar amount was U.S.$5.0 million in 1999 and 2000, and U.S.$3.0 million in 2001 and 2002. Since 2003, the fixed dollar amount is U.S.$2.0 million before the annual adjustment for inflation (measured by the U.S. consumer price index) as from the first anniversary of the technical assistance agreement. We believe that this structure creates an incentive for ITA to increase our annual consolidated earnings before net comprehensive financing cost, income and asset taxes and depreciation and amortization. ITA is also entitled to reimbursement for the out-of-pocket expenses it incurs in its provision of services under the agreement. Under Mexican tax law, companies may not deduct fees that are determined by reference to their profitability (as defined under Mexican tax law).

The technical assistance agreement allows ITA, its stockholders and their affiliates to render additional services to ASUR only if the Acquisitions and Contracts Committee of our board of directors determines that these related persons have submitted the most favorable bid in a public bidding process involving at least three unrelated parties. For a description of this committee, see Item 6. Directors, Senior Management and Employees Committees.

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Under our bylaws, the participation agreement and the technical assistance agreement, ITA has the right to elect two members of our board of directors (which currently consists of seven members) and their alternates, and to present the board of directors the name or names of the candidates for appointment as our chief executive officer, to remove our chief executive officer, and to appoint and remove half of our executive officers. As the holder of the Series BB shares, ITA s consent is also required to approve certain corporate matters so long as ITA s Series BB shares represent at least 7.65% of our capital stock. In addition, our bylaws, the participation agreement and the technical assistance agreement contain certain provisions designed to avoid conflicts of interest between ASUR and ITA. The rights of ITA in our management are explained in Item 6. Directors, Senior Management and Employees Committees. ITA s stockholders have entered into an agreement regarding the exercise of ITA s rights and performance of its obligations under our bylaws, the participation agreement, the technical assistance agreement and the option agreement. The ITA shareholder s agreement is described in Item 7. Major Shareholders and Related Party Transactions Major Shareholders ITA Trust and Shareholders Agreement.

The remaining 85% of our outstanding capital stock, which at that time (prior to the conversion in June 2007 by ITA of 22,050,000 Series BB shares into 22,050,000 Series B shares) consisted of 255,000,000 Series B shares, was sold by the Mexican government to a Mexican trust established by NAFIN. This trust subsequently sold the shares it held in us to the public. To our knowledge, the Mexican government no longer holds any of our shares.

ITA was restricted from transferring any of its remaining Series BB shares until December 18, 2008. Currently, ITA may sell in any year up to 20% of its remaining ownership interest in us represented by Series BB shares. Our bylaws provide that Series BB shares must be converted into Series B shares prior to transfer. For a more detailed discussion of ITA s rights to transfer its stock, see Item 10. Additional Information Registration and Transfer.

As required under the participation agreement entered into in connection with the Mexican government s sale of the Series BB shares to ITA, ITA has transferred its Series BB shares to a trust, the trustee of which is Banco Nacional de Comercio Exterior, S.N.C. Under the terms of the participation agreement and the trust agreement, ITA s key partners, currently Copenhagen Airports and Fernando Chico Pardo, are each required to maintain an ownership interest in ITA of a minimum of 25.5% prior to December 18, 2014 unless otherwise approved by the Ministry of Communications and Transportation. To the extent that a key partner acquires shares of ITA in excess of a 25.5% interest, this additional interest may be sold without restriction. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders ITA Trust and Shareholders Agreement for a further description of these provisions. There can be no assurance that the terms of the participation agreement or the trust would not be amended to reduce or eliminate these ownership commitments. If ITA or any of its stockholders defaults on any obligation contained in the trust agreement, or if ITA defaults on any obligation contained in the participation agreement or the technical assistance agreement, after specified notice and cure provisions, the trust agreement provides that the trustee may sell 5% of the shares held in the trust and pay the proceeds of such sale to ASUR as liquidated damages.

Pursuant to the terms of the trust, ITA may direct the trustee to vote shares currently representing 7.65% of our capital stock, regarding all matters other than capital reductions, payment of dividends, amortization of shares and similar distributions to our shareholders, which are voted by the trustee in accordance with the vote of the majority of Series B shares. The trust does not affect the veto and other special rights granted to the holders of Series BB shares described in Item 10. Additional Information.

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Master Development Programs

Under the terms of our concessions, each of our subsidiary concession holders is required to submit an updated master development plan for approval by the Ministry of Communications and Transportation every five years. Each master development plan covers a fifteen-year period and includes investment commitments for the regulated part of our business (including certain capital expenditures and improvements) for the succeeding five-year period and investment projections for the regulated part of our business (including certain capital expenditures and improvements) for the remaining ten years. Once approved by the Ministry of Communications and Transportation, these commitments become binding obligations under the terms of our concessions. Committed investments are minimum requirements, and our capital expenditures may exceed our investment commitments in any period. On March 31, 2009, the Ministry of Communications and Transportation approved each of our current updated master development plans. These plans are in effect from January 1, 2009 to December 31, 2013.

The following table sets forth our committed investments for the regulated part of our business for each airport pursuant to the terms of our current master development plans for the periods presented. Even though we have committed to invest the amounts in the table, those amounts could be lower or higher depending on the cost of each project.

Committed Investments

	Committed Investments					
	Year ended December 31,					
Airport	**2009**	**2010**	**2011**	**2012**	**2013**	**Totals**
	(millions of constant pesos as of December 31, 2008)[1]					
Cancún	Ps. 582.0[2]	Ps. 625.0[2]	Ps. 424.5[2]	Ps. 447.6[2]	Ps. 334.6[2]	Ps. 2,413.7[2]
Cozumel	17.5	42.1	14.2	33.7	10.2	117.7
Huatulco	52.9	151.0	70.4	59.3	9.8	343.4
Mérida	80.8	128.2	72.8	16.3	6.1	304.2
Minatitlán	20.6	24.9	6.6	3.6	3.8	59.5
Oaxaca	48.1	139.0	62.0	42.5	17.8	309.4
Tapachula	7.6	5.7	4.7	2.5	39.7	60.2
Veracruz	48.1	310.1	248.0	119.0	67.6	792.8
Villahermosa	45.9	163.6	81.4	6.6	34.8	332.3
Total	**Ps. 903.5**	**Ps. 1,589.6**	**Ps. 984.6**	**Ps . 731.1**	**Ps. 524.4**	**Ps. 4,733.2**

(1) Based on the Mexican construction price index in accordance with the terms of our master development plan.

(2) Prior to December 31, 2008, we

invested a total of Ps. 1,667.7 million in the construction of Terminal 3 and the construction of the second runway at Cancún airport. As a result, the Ministry of Communications has applied Ps. 1,054.8 million of this amount to the satisfaction of our committed investments at Cancún airport for 2009 through 2013, of which approximately Ps. 211 million was allocated to each calendar year. The amounts reflected above are the total amount of committed investments, and do not include deductions for these amounts.

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The following table sets forth our committed and indicative investments for the regulated part of our business for each airport pursuant to the terms of our current master development plans for the periods presented.

Airport	Committed Investments January 1, 2009 December 31, 2013	Indicative Investments January 1, 2014 December 31, 2018	Indicative Investments January 1, 2019 December 31, 2023
	(millions of constant pesos as of December 31, 2008)[1]		
Cancún	Ps. 2,413.7[2]	Ps. 1,207.5[2]	Ps. 793.9
Cozumel	117.7	121.5	89.6
Huatulco	343.4	71.9	48.1
Mérida	304.2	125.5	82.5
Minatitlán	59.5	59.8	36.7
Oaxaca	309.4	67.1	85.1
Tapachula	60.2	42.0	20.5
Veracruz	792.8	136.5	170.1
Villahermosa	332.3	257.3	56.1
Total	**Ps. 4,733.2**	**Ps. 2,089.1**	**Ps. 1,382.6**

(1) Based on the Mexican construction price index in accordance with the terms of our master development plan.

(2) Prior to December 31, 2008, we invested a total of Ps. 1,667.7 million in the construction of Terminal 3 and the construction of the second runway at Cancún airport. As a result, the

Ministry of Communications has applied Ps. 1,054.8 million of this amount to the satisfaction of our committed investments at Cancún airport for 2009 through 2013, and Ps. 612.9 million to the satisfaction of our indicative investments for 2014 through 2018. The amounts reflected above are the total amount of committed and indicative investments, and do not include deductions for these amounts.

The following table sets forth our historical capital expenditures made with respect to the regulated and unregulated parts of our business in the periods indicated.

Capital Expenditures

Year ended December 31,	**(thousands of pesos)**
2006	1,129,915(1)
2007	665,160(1)
2008	935,772(2)

(1) Expressed in constant pesos as of December 31, 2007.

(2) Expressed in nominal pesos.

In 2008, we spent Ps. 935.8 million on capital expenditures, principally for purchases of machinery, furniture, equipment, construction in progress related to the second runway at Cancún Airport, and the purchase of land for development in Huatulco. In 2007, we spent Ps. 665.2 million on capital expenditures, principally for the construction of a second runway at Cancún Airport, as well as for purchases of machinery, furniture, and equipment. In 2006, we spent Ps. 1,129.9 million on capital expenditures, principally for the construction of the Terminal 3 building at the Cancún airport, which began operation in May 2007.

Although we currently intend to fund the investments and working capital required by our business strategy through cash flow from operations, we may incur debt to finance all or a portion of these investments in the future.

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BUSINESS OVERVIEW

We hold concessions to operate, maintain and develop nine airports in the southeast region of Mexico for fifty years from November 1, 1998. As operators of these airports, we charge airlines, passengers and other users fees for the use of the airports facilities. We also derive rental and other income from commercial activities conducted at our airports, such as the leasing of space to restaurants and retailers. Our concessions include the concession for Cancún International Airport, the second busiest airport in Mexico in 2008 in terms of passenger traffic, according to the Mexican Airport and Auxiliary Services Agency. We also hold concessions to operate the airports in Cozumel, Huatulco, Mérida, Minatitlán, Oaxaca, Tapachula, Veracruz and Villahermosa.

Mexico is one of the main tourist destinations in the world. Mexico has historically ranked in the top ten countries worldwide in terms of foreign visitors, with approximately 18.0 million visitors in 2008, according to the Mexican Ministry of Tourism. Within Latin America and the Caribbean, Mexico ranked first in 2008 in terms of number of foreign visitors and income from tourism, according to the World Tourism Organization. The tourism industry is one of the largest generators of foreign exchange in the Mexican economy. Within Mexico, the southeast region (where our airports are located) is a principal tourist destination due to its beaches and cultural and archeological sites, which are served by numerous hotels and resorts.

Cancún and its surroundings were the most frequently visited international tourism destination in Mexico in 2008, according to the Mexican Ministry of Tourism. Cancún International Airport represented 70.6%, 69.8% and 71.2% of our passenger traffic volume and 75.6%, 75.1% and 77.1% of our revenues in 2006, 2007 and 2008, respectively. At December 31, 2008, Cancún had approximately 29,538 hotel rooms, according to the Mexican Ministry of Tourism. We believe that Cancún International Airport is positioned to benefit from its proximity to the Mayan Riviera, a 129-kilometer (80-mile) stretch of coastal resorts and hotels that is among Mexico s most rapidly developing tourism areas. According to the Mexican National Trust for Tourism Development, the Mayan Riviera had approximately 36,846 hotel rooms as of December 31, 2008.

Our airports served approximately 13.8 million passengers in 2006, approximately 16.2 million passengers in 2007, and approximately 17.8 million passengers in 2008. For year-by-year passenger figures, see Our Airports.

The United States currently is a significant source of passenger traffic volume in our airports. In 2006, 2007 and 2008 international passengers represented 58.2%, 55.8% and 56.8% respectively, of the total passenger traffic volume in our airports. In 2006, 2007 and 2008, 66.1%, 66.7% and 64.4% respectively, of the international passengers in our airports traveled on flights originating in or departing to the United States. As of December 31, 2008, 19 Mexican and 102 international airlines, including U.S.-based airlines such as American Airlines and Continental Airlines, were operating directly or through code-sharing arrangements (where one aircraft has two or more flight numbers of different, allied airlines) in our airports.

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Aeronautical Services

The following table sets forth our revenues for the period presented.

	2006	2007	2008
	(thousands of constant pesos as of December 31, 2007)		(thousands of nominal pesos)
Revenues:			
Aeronautical Services	Ps. 1,647,594	Ps. 1,890,950	Ps. 2,101,879
Non-Aeronautical Services	675,530	894,941	1,066,828
Total	**Ps. 2,323,124**	**Ps. 2,785,891**	**Ps. 3,168,707**

Aeronautical services represent the most significant source of our revenues. All of our revenues from aeronautical services are regulated under the dual-till price regulation system applicable to our airports.

Our revenues from aeronautical services are derived from: passenger charges, landing charges, aircraft parking charges, charges for the use of passenger walkways and charges for the provision of airport security services. Charges for aeronautical services generally are designed to compensate an airport operator for its infrastructure investment and maintenance expense. Aeronautical revenues are principally dependent on three factors: passenger traffic volume, the number of air traffic movements and the weight of the aircraft.

Passenger Charges

We collect a passenger charge for each departing passenger on an aircraft (other than diplomats, infants and transfer and transit passengers). We do not collect passenger charges from arriving passengers. Passenger charges are automatically included in the cost of a passenger s ticket and generally collected twice monthly from each airline. As of December 2008, the charge for international passengers was U.S.$ 19.09 for the Cancún airport and U.S.$ 19.13 for the Veracruz and Mérida Airports, and the charge for domestic passengers was Ps. 163.64, Ps. 160.87 and Ps. 182.61 (nominal pesos) for the Cancún, Veracruz and Mérida airports respectively. For Cozumel, Huatulco, Minatitlán, Oaxaca, Tapachula and Villahermosa we charged international passengers U.S.$20.00 and domestic passengers Ps. 190.91, Ps. 191.30, Ps. 195.65, Ps. 186.96, Ps. 195.65 and Ps. 191.30 (nominal pesos), respectively. International passenger charges are currently dollar-denominated, but generally collected in pesos based on the average exchange rate during the month prior to the flight. Domestic passenger charges are peso-denominated. In each of 2006, 2007 and 2008, passenger charges represented 76.9%, 76.7% and 77.7% respectively of our aeronautical revenues and 54.6%, 52.0% and 51.5% respectively, of our total consolidated revenues. From time to time we have offered discounts on passenger charges at certain of our airports.

Aircraft Landing and Parking Charges, Passenger Walkway Charges and Airport Security Charges

We collect various charges from carriers for the use of our facilities by their aircraft and passengers. For each aircraft s arrival, we collect a landing charge that is based on the average of the aircraft s maximum takeoff weight and the aircraft s weight without fuel. We also collect aircraft parking charges based on the time an aircraft is at an airport s gate or parking position. Parking charges at several of our airports vary based on the time of day that the relevant service is provided (with higher fees generally charged during peak usage periods at certain of our airports). We collect aircraft parking charges the entire time an aircraft is on our aprons. Airlines are also assessed charges for the connection of their aircraft to our terminals through a passenger walkway. We also assess an airport security charge, which is collected from each airline based on the number of its departing passengers. We provide airport security services at our airports through third-party contractors. We also provide firefighting and rescue services at our airports.

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Non-aeronautical Services

General

Non-aeronautical services have historically generated a proportionately smaller portion of our revenues. Our revenues from non-aeronautical services are derived from commercial activities (such as the leasing of space in our airports to retailers, restaurants, airlines and other commercial tenants) and access fees charged to providers of complementary services in our airports (such as catering, handling and ground transport). In 2006, 2007 and 2008, 24.2%, 26.7% and 28.5% of our consolidated revenues, respectively, were derived from commercial revenues as defined under the Mexican Airport Law.

Currently, the leasing of space in our airports to airlines and other commercial tenants represents the most significant source of our revenues from non-aeronautical services. Although certain of our revenues from non-aeronautical services are regulated under our dual-till price regulation system, our revenues from commercial activities (other than the lease of space to airlines and other airport service providers that is considered essential to an airport) are not regulated.

Commercial Activities

Leading international airports generally generate an important portion of their revenues from commercial activities. An airport s revenues from commercial activities is largely dependent on passenger traffic, its passengers level of spending, terminal design, the mix of commercial tenants and the basis of fees charged to businesses operating in the airport. Revenues from commercial activities also depend substantially on the percentage of traffic represented by international passengers due to the revenues generated from duty-free shopping.

In 2002, we opened 40 new commercial spaces in six of our airports, including new duty-free shops, restaurants, bank and foreign exchange services, and convenience stores. In 2003 we continued developing commercial activity in our airports by opening new bars and restaurants in six of our airports and new retail stores in seven of our airports, as well as dedicating additional space to advertising in our Cancún airport. We opened 13 new retail stores in our Cancún, Mérida and Oaxaca airports in 2004, and 16 new retail stores at the Cancún, Cozumel, Villahermosa, Oaxaca and Minatitlán airports in 2005.

In 2006, we opened 11 new retail stores in our Cancún, Mérida, Oaxaca, Villahermosa and Huatulco airports, and also entered into long-term agreements relating to commercial activities in Cancún Airport s new Terminal 3, including an agreement with Aldeasa México, S.A. de C.V. for the operation of the duty-free shops until 2017 and for extensions on existing facility leases in Cancún Airport s Terminal 2, Cozumel, and Mérida. We also entered into a ten-year agreement with AB T3, S.A. de C.V. to provide food and beverage services at our Cancún airport s new Terminal 3. The facilities at Terminal 3 include food and beverage retail space comprising a total of 10 units, with brands and concepts aimed at providing the airport s international passengers with world-class service. Additionally, Hoteleria e Inmobiliaria S.A. de C.V. assumed responsibility for the operation of the restaurant and snack bar at the Cancún airport s Terminal 2 that were previously operated directly by the Cancún airport.

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In 2007, we opened 21 new retail stores in the Cancún Airport, mostly in connection with the opening of the new Terminal 3, including restaurants, gift shops, a duty free shop, a drugstore, a convenience store, an exchange booth, and a spa. We also opened one new retail store at each of the Mérida, Veracruz, and Villahermosa airports. In addition, in July 2007, we signed a five-year agreement with Banco Santander to install and operate branches at the Cancún, Mérida, and Veracruz airports, and to install ATMs at the Cozumel, Huatulco, Minatitlán, Oaxaca, Tapachula, and Villahermosa airports. In 2008, we opened one new store in Cancún airport.

We estimate that prior to 2000, revenues from commercial activities in our terminals accounted for less than 15% of the total revenues generated by our airports. In contrast, we believe that revenues from commercial activities account for 25% or more of the consolidated revenues of many leading international airports. Accordingly, a significant part of our business strategy is focused on increasing our revenues from commercial activities in our airports.

Within our nine airports, we leased approximately 270 commercial premises as of December 31, 2008, including restaurants, banks, retail outlets (including duty-free stores), currency exchange bureaus and car rental agencies. Our most important tenant in terms of occupied space and revenue in 2008 were Aldeasa and Controladora Mera and its affiliates. Generally, concessionaires pay a monthly fee based on the higher of a fixed amount or a percentage of their revenues.

Access Charges

At each of our airports, we earn revenues from charging access fees to various third-party providers of complementary services, including luggage check-in, sorting and handling, aircraft servicing at our gates, aircraft cleaning, cargo handling, aircraft catering services and assistance with passenger boarding and deplaning. Our revenues from access charges are regulated under our dual-till price regulation system. Under current regulations, each of these services may be provided by the holder of an airport concession, by a carrier or by a third party hired by a concession-holder or a carrier. Typically, these services are provided by third parties, whom we charge an access fee based on a percentage of revenues that they earn at our airports. Six different contractors provide handling services at our nine airports. Consorcio Aeromexico, the parent of the Aeromexico airline, and Grupo Mexicana together own Servicios de Apoyo en Tierra or SEAT, a company that provides certain complementary services, such as baggage handling, to various carriers at airports throughout Mexico. SEAT operated at our airports prior to our commencement of operations under our concessions and continues to do so. Under the Mexican Airport Law, third-party providers of complementary services are required to enter into agreements with the respective concession holder at that airport, which we did as of December 27, 2000.

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Under the Mexican Airport Law, we are required to provide complementary services at each of our airports if there is no third party providing such services. SEAT is currently the sole provider of baggage handling services at Tapachula airport. If SEAT ceased to provide such services directly, we could be required to provide these services or find a third party to provide them.

Automobile Parking and Ground Transport

Each of our airports has public car parking facilities consisting of open-air parking lots. The only airport at which we do not charge parking fees is Cozumel. Revenues from parking at our airports currently are not regulated, although they could become regulated upon a finding by the Mexican Competition Commission that there are no competing alternatives.

We collect revenues from various commercial vehicle operators, including taxi, bus and other ground transport operators. Our revenues from permanent providers of ground transport services, such as access fees charged to taxis, are regulated activities, while our revenues from non-permanent providers of ground transport services, such as access fees charged to charter buses, are not regulated revenues. In October 2007, we entered into new concession agreements with car rental companies, which had better economic terms than the previous concession agreements. These concession agreements expire in 2012.

Airport Security

The *Dirección General de Aeronáutica Civil*, or General Office of Civil Aviation, Mexico s federal authority on aviation, and the Office of Public Security issue guidelines for airport security in Mexico. At each of our airports, security services are provided by independent security companies that we hire. In recent years, we have undertaken various measures to improve the security standards at our airports. These measures included increasing the responsibilities of the private security companies that we hire, the implementation in accordance with regulations issued by the International Civil Aviation Organization (ICAO) of integrated computer tomography and baggage detection system for international and domestic flights to detect explosive traces, the modernization of our carry-on luggage scanning and security equipment, the implementation of strict access control procedures to the restricted areas of our airports and the installation of a closed-circuit television monitoring system in some of our airports.

In response to the September 11, 2001 terrorist attacks in the United States, we have taken additional steps to increase security at our airports. At the request of the Transportation Security Administration of the United States, the General Office of Civil Aviation issued directives in October 2001 establishing new rules and procedures to be adopted at our airports. Under these directives, these rules and procedures were to be implemented immediately and for an indefinite period of time.

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To comply with these directives, we reinforced security by:

- increasing and improving the security training of airport personnel,
- increasing the supervision and responsibilities of both our security personnel and airline security personnel that operate in our airports,
- issuing new electronic identification cards to airport personnel,
- reinforcing control of different access areas of our airports, and
- physically changing the access points to several of the restricted areas of our airports.

Airlines have also contributed to the enhanced security at our airports as they have adopted new procedures and rules issued by the General Office of Civil Aviation applicable to airlines. Some measures adopted by the airlines include adding more points for verification of passenger identification, inspecting luggage prior to check-in and reinforcing controls over access to airplanes by service providers (such as baggage handlers and food service providers). As of January 1, 2006, we are providing additional services to the airlines, including providing facilities to assist airlines in complying with requirements to screen all checked baggage on international flights. We began providing similar assistance to domestic flights as of July 1, 2006.

Fuel

All airport property and installations related to the supply of aircraft fuel were retained by the Mexican Airport and Auxiliary Services Agency in connection with the opening of Mexico s airports to private investment. Pursuant to our concessions, the Mexican Airport and Auxiliary Services Agency has entered into agreements obligating it to pay each of our subsidiary concession holders a fee for access to our facilities equivalent to 1% of the service charge for fuel supply. In the event that the Mexican government were to privatize fuel supply activities in the future, the terms of our concessions provide that it will do so through a competitive bidding process.

Our Airports

In 2008, our airports served a total of approximately 17.8 million passengers, approximately 56.8% of which were international passengers. In 2007, our airports served a total of 16.2 million passengers, approximately 55.8% of which were international passengers. In 2006, our airports served a total of 13.8 million passengers, approximately 58.2% of which were international passengers. In 2008, Cancún International Airport accounted for 71.2% of the passenger traffic volume and 77.1% of revenues from our nine airports.

All of our airports are designated as international airports under Mexican law, which indicates that they are equipped to receive international flights and have customs and immigration facilities.

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The following table sets forth the number of passengers served by our airports based on flight origination or destination.

Passengers by Flight Origin or Destination[1]
(in thousands)

Region	2004	2005	2006	2007	2008	Percentage of Total 2008
Mexico[2]	5,620	5,493	6,016	7,489	8,064	45.4%
United States	5,928	5,580	5,301	6,038	6,526	36.8%
Europe	1,265	1,201	1,354	1,363	1,474	8.3%
Canada	805	767	851	1,003	1,268	7.1%
Latin America	279	280	255	342	418	2.4%
Asia and others	0	0	3	4	2	0.0%
Total	**13,897**	**13,321**	**13,780**	**16,239**	**17,752**	**100%**

(1) Figures exclude passengers in transit and private aviation passengers.

(2) Figures include domestic flights taken by international passengers; in 2008, such flights accounted for 2.2% of all flights traveling within Mexico to our airports.

In 2006, 2007 and 2008, approximately 76.5%, 66.9% and 63.2% respectively, of our domestic passengers traveled to or from Mexico City.

The following table sets forth the total traffic volume and air traffic movements in our nine airports for the periods presented:

Airport Traffic
(in thousands)

	Year ended December 31,				
	2004	2005	2006	2007	2008
Passengers:					
Total	13,897.3	13,321.3	13,779.9	16,238.8	17,752.4

Air traffic movements:[1]					
Total	219.9	209.9	220.5	262.3	270.1

(1) Includes landings and departures. Air traffic movement data include the Cancún charter terminal for all periods, because ASUR earned landing fees from all landings regardless of the terminal used.

The following table sets forth the passenger traffic volume for each of our airports during the periods indicated:

Passenger Traffic
(in thousands)

	Year ended December 31,				
	2004	**2005**	**2006**	**2007**	**2008**
Cancún	10,010.7	9,301.5	9,728.1	11,340.0	12,646.5
Mérida	931.1	1,021.9	1,007.2	1,267.5	1,280.8
Cozumel	584.4	486.6	370.7	511.1	525.4
Villahermosa	673.3	717.4	725.0	853.8	959.0
Oaxaca	543.2	563.7	495.6	514.1	594.4
Veracruz	563.5	579.4	718.0	976.6	981.1
Huatulco	270.8	312.0	375.3	375.9	366.0
Tapachula	193.8	192.3	188.1	210.9	240.1
Minatitlán	126.5	146.5	171.9	188.9	159.0
Total	**13,897.3**	**13,321.3**	**13,779.9**	**16,238.8**	**17,752.4**

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Air Traffic Movements by Airport[1]

	Year ended December 31,				
	2004	**2005**	**2006**	**2007**	**2008**
Cancún	97,575	93,761	97,228	114,067	121,397
Mérida	26,534	25,449	27,610	34,686	33,207
Cozumel	14,355	13,381	12,122	13,801	16,283
Villahermosa	22,267	19,892	21,098	27,351	25,295
Oaxaca	17,502	17,796	16,148	15,578	17,866
Veracruz	22,228	20,520	24,905	32,308	31,243
Huatulco	6,152	6,996	7,179	7,041	6,978
Tapachula	7,686	6,169	6,621	7,441	9,765
Minatitlán	5,598	5,937	7,625	9,999	8,050
Total	**219,897**	**209,901**	**220,536**	**262,272**	**270,084**

(1) Includes departures and landings.

The following table sets forth the air traffic movements in our airports for the periods indicated in terms of commercial, charter and general aviation:

Air Traffic Movements by Aviation Category

	Year ended December 31,				
	2004	**2005**	**2006**	**2007**	**2008**
Commercial Aviation	162,596	157,686	168,711	203,513	210,248
Charter Aviation	23,061	20,004	17,747	19,958	17,341
General Aviation[1]	34,240	32,211	34,078	38,801	42,495
Total	**219,897**	**209,901**	**220,536**	**262,272**	**270,084**

(1) General aviation generally consists of small private aircraft.

Cancún International Airport

Cancún International Airport is our most important airport in terms of passenger volume, air traffic movements and contribution to revenues. In 2008, Cancún International Airport was the second busiest airport in Mexico in terms of passenger traffic, according to the Mexican Airport and Auxiliary Services Agency. The airport is located approximately 16 kilometers (ten miles) from the city of Cancún, which has a population of approximately 572,973. A substantial majority of the airport s international passengers (65.8% in 2006, 66.0% in 2007 and 64.4% in 2008) began or ended their travel in the United States. The airport s most important points of origin and destination are Mexico City, Miami, Houston, New York, Atlanta and Chicago. Due to the airport s significant number of passengers from the United States, its traffic volume and results of operations are substantially dependent on economic conditions in the United States. See Item 3. Key Information Risk Factors Risks Related to Our Operations Our business could be

adversely affected by a downturn in the U.S. economy.

During 2008, approximately 6.9 million passengers traveled through Terminal 2 of Cancún Airport. In addition, approximately 5.7 million passengers traveled through Terminal 3, which was opened in May 2007. Combined with the 23,100 passengers that traveled through Terminal 1, which reopened in July 2006 after undergoing repairs for damage that resulted from Hurricane Wilma, a total of approximately 12.6 million passengers were served by Cancún International Airport in 2008.

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Cancún is located in the state of Quintana Roo. Cancún and its surroundings are the most visited international tourism destination in Mexico in 2008, according to the Mexican Ministry of Tourism. According to the Mexican National Trust for Tourist Development, the Cancún area had approximately 29,538 hotel rooms as of December 31, 2008. Although Cancún may be reached by land, sea or air, we believe most tourists arrive by air through Cancún International Airport. Cancún is between approximately one and a half and five hours by air from all major cities in the United States and 10 to 13 hours by air from most major European cities.

Cancún is located near beaches, coral reefs, ecological parks and Mayan archeological sites. Cancún International Airport serves travelers visiting the Mayan Riviera, which stretches from Cancún south to the Mayan ruins at Tulum, and includes coastal hotels and resorts in the towns of Playa del Carmen, Tulum and Akumal. According to the Mexican National Trust for Tourism Development, the greater Cancún area (including the Mayan Riviera) was estimated to have an aggregate of approximately 66,384 hotel rooms as of December 31, 2008.

Since most of the airport s passengers are tourists, the airport s traffic volume and results of operations are influenced by the perceived attractiveness of Cancún as a tourist destination. See Item 3. Key Information Risk Factors Risks Related to Our Operations Our business could be adversely affected by a downturn in the U.S. economy.

The airport s facilities include Terminal 1 (the charter terminal), Terminal 2 (the old main terminal, which includes a wing referred to as the satellite wing), Terminal 3 (the new terminal that commenced operations in May 2007 as described below) and a general aviation building that handles private aircraft. The airport has 40 gates, 21 of which are accessible by passenger walkways. Terminal 2 has nine gates accessible by passenger walkways, Terminal 3 has 11 boarding gates accessible by passenger walkways, and the charter terminal has one gate that is accessible by a passenger walkway. The airport has 95 retail outlets located throughout Terminals 2 and 3, and one bank branch located in Terminal 3.

As part of our commercial strategy, in the fourth quarter of 2005 we completed an expansion of 8,224 square meters (approximately 88,621 square feet) and a remodeling of 1,387 square meters (approximately 14,445 square feet), giving us a total of 52,522 square meters (approximately 563,342 square feet) in Cancún Airport s Terminal 2.

On December 6, 2005, we began construction on Terminal 3, which we opened on May 17, 2007, and which began operations on May 18, 2007. With a total investment of approximately U.S.$100 million, Terminal 3 constitutes our most ambitious investment project to-date. Terminal 3 has doubled international passenger capacity at Cancún International Airport. The new building, measuring a total area of 45,263 square meters (approximately 487,207 square feet), has capacity for 84 check-in counters and 11 boarding gates with boarding bridges and four remote boarding gates served by buses, as well as 21 retail outlets and one bank branch. The terminal features state-of-the-art passenger information systems and security equipment, including the first CT scanning system (a system that uses x-rays to form a three-dimensional model of the contents of a piece of luggage) in Mexico for all checked baggage.

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The charter terminal in Cancún Airport, which we acquired on June 30, 1999, has an additional 20,383 square meters (approximately 234,007 square feet).

Cancún International Airport currently has one runway with a length of 3,500 meters (2.2 miles). Due to a significant increase in passengers at Cancún International Airport, we are currently constructing a second runway using land obtained in concession from the Mexican federal government, which we expect to complete in the fourth quarter of 2009. If, for any reason, we are unable to complete the construction or commence operation of this second runway, it could limit the growth of our business and adversely affect our results of operations, future prospects or financial condition.

In April 2006, we obtained a license to develop cargo facilities at the airport, which are currently being operated by Asur Carga, S.A. de C.V. As of March 2009, we charge taxis and passenger vans an access fee of Ps. 18.00, and buses an access fee of Ps. 29.00, upon entering the airport.

On August 20, 2007, Hurricane Dean struck the Yucatan Peninsula. Although no damage was caused to the Cancún airport or our administrative office building in Cancún, we ceased operations at the airport as a safety precaution for approximately seven hours, resulting in the cancellation of 124 flights.

In October 2004, the Mexican state of Quintana Roo formed a majority state-owned company, Aeropuerto Internacional de la Riviera Maya, S.A. de C.V., to seek a concession from the Mexican federal government to build and operate a new airport in the Mayan Riviera region of the state, which is currently served primarily by Cancún Airport. This airport would be approximately 120 kilometers from our airport in Cancún and could adversely affect passenger traffic there. The bidding process is expected to take place during the second half of 2009. ASUR has no further details on the construction or projected opening of the airport and is unable to predict the effect that it may have on our passenger traffic or operating results if the project is successfully carried out.

Mérida International Airport

Mérida International Airport serves the inland city of Mérida, which has a population of approximately 1,818,948, and surrounding areas in the state of Yucatan. Mérida International Airport ranked second among our airports in 2008 in terms of passenger traffic and contribution to revenues. The substantial majority of this airport s passengers are domestic. The airport s primary point of origin and destination is Mexico City. In 2008, approximately 1.3 million passengers traveled through Mérida International Airport.

Mérida International Airport attracts a mix of both business travelers and tourists. The city of Mérida is an established urban area with numerous small and medium-sized businesses. The city is approximately 120 kilometers (75 miles) by highway from Chichen Itza and approximately 80 kilometers (50 miles) from Uxmal, pre-Columbian archeological sites that attract a significant number of tourists.

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The airport has two perpendicular runways, one with a length of 3,200 meters (2.0 miles) and another with a length of 2,300 meters (1.4 miles). The airport has one Terminal 2, with four gates accessible by passenger walkways and six remote boarding positions. As part of our commercial strategy, we remodeled the entire 16,731 square meter (180,091 square foot) in 2001. This remodeled area was opened in December 2001.

In 2006, 2007 and 2008, approximately 16,638. 16,077 and 14,585 metric tons of cargo, respectively, were transported through Mérida International Airport, making it our leading airport in terms of cargo volume. In 2006, 2007 and 2008, Mérida represented approximately 39.2%, 38.0% and 37.3%, respectively, of our total cargo volume. We have considered opportunities for further developing the Mérida cargo facilities, but we have no plans to pursue such opportunities at this time.

There are currently two businesses operating in Mérida International Airport. One business is operated by Grupo de Desarrollo del Sureste, S.A. de C.V. (GDS) pursuant to a long-term lease contract that terminated on January 1, 2009. This lease allowed GDS to construct and develop the airport s air cargo terminal. Although GDS continues operating the business notwithstanding the termination of the lease, we have initiated legal proceedings to have them evicted. In addition, we opened a retail store in Terminal 2 in August 2007. Our concession provides us the right to collect landing charges and parking charges for aircraft using the cargo terminal.

On August 20, 2007, Hurricane Dean struck the Yucatan Peninsula. Although the Mérida airport was not damaged, we ceased operations at the airport as a safety precaution for the morning of August 21, resulting in the cancellation of 49 flights.

Cozumel International Airport

Cozumel International Airport is located on the island of Cozumel in the state of Quintana Roo. The airport primarily serves foreign tourists. During 2008, approximately 525,400 passengers traveled through Cozumel International Airport, most of which were international passengers. Cozumel is the most frequently visited destination for cruise ships in Mexico, hosting approximately 2.5 million and 2.6 million cruise ship visitors in 2007 and 2008, respectively. Cozumel has one of the world s largest coral reserves, and many passengers traveling to Cozumel are divers. The airport s most important points of origin and destination are Houston, Dallas and Cancún. The island of Cozumel has a population of approximately 73,193.

As part of our commercial strategy, at Cozumel International Airport s Terminal 2 we completed an expansion of 2,218 square meters (approximately 23,900 square feet) and a remodeling of 1,132 square meters (approximately 12,200 square feet) in 2001, giving us a Terminal 2 building with a total of 9,831 square meters (approximately 105,820 square feet).

The airport has a commercial runway with a length of 2,700 meters (1.7 miles). The airport has one main commercial terminal with four remote boarding positions. The airport also has a general aviation building for small private aircraft.

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On August 20, 2007, Hurricane Dean struck the Yucatan Peninsula. Although the Cozumel airport was not damaged, we closed the airport as a safety precaution for approximately 10 hours, resulting in the cancellation of four flights.

Villahermosa International Airport

Villahermosa International Airport is located in the state of Tabasco, approximately 75 kilometers (46.9 miles) from Palenque, a Mayan archeological site. The city of Villahermosa has a population of approximately 558,524. Oil exploration is the principal business activity in the Villahermosa area, and most of the airport s passengers are businesspeople working in the oil industry. During 2008, the airport served approximately 959,000 passengers, substantially all of which arrived on domestic flights. The airport s most important point of origin and destination is Mexico City.

The airport has one runway with a length of 2,200 meters (1.4 miles). The airport s Terminal 2 has six remote parking positions, with three served by boarding bridges.

As a result of a modernization project carried out in 2006 the airport s commercial aviation apron was extended by a total of 12,521 square meters (approximately 134,634 square feet), representing an increase of 87%. The terminal building was expanded from 5,463 square meters (approximately 58,741 square feet) to 9,584 square meters (approximately 103,161 square feet), representing an increase of 77%.

On October 29, 2007, the City of Villahermosa and approximately 80% of the state of Tabasco were affected by severe flooding. As a result, the Villahermosa airport was used for evacuations on November 1 and 2, 2007, and was used extensively by the military on November 3 and 4 for rescue and first aid efforts. Although the flooding did not damage the airport infrastructure, passenger traffic was adversely affected. Normal levels of passenger traffic to the airport have since been restored.

Oaxaca International Airport

Oaxaca International Airport serves the city of Oaxaca, which is the capital of the state of Oaxaca. The city of Oaxaca, located 390 kilometers (243.8 miles) from the Pacific coast, has a population of approximately 65,873. The airport served approximately 594,400 passengers in 2008, most of which were domestic. The airport s passengers are primarily Mexican businesspeople and tourists, thus its passenger volume and results of operations are dependent on Mexican economic conditions. Oaxaca is a picturesque colonial city located near several tourist attractions, including the archeological ruins of Monte Alban and Mitla. The airport s most important point of origin and destination is Mexico City.

The airport has one runway with a length of 2,450 meters (1.5 miles) and a Terminal 2 building with six remote positions. The airport also includes a general aviation building for small private airplanes with 20 positions.

Ongoing public demonstrations in the city of Oaxaca that began as a teachers strike adversely affected passenger traffic to Oaxaca International Airport in 2006 and during the first half of 2007. The unrest has now largely subsided, and passenger traffic has returned to normal levels.

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Veracruz International Airport

Veracruz International Airport is located in the city of Veracruz along the Gulf of Mexico. The city of Veracruz has a population of approximately 512,310. Veracruz is the busiest port in Mexico in terms of commercial traffic, and is the location of the country s largest container terminal. According to the Mexican Bureau of Ports, Veracruz accounted for 6.4% of all waterborne cargo handled by Mexican ports in 2008. In 2008, the airport served approximately 981,100 passengers. Because the airport s passengers are primarily Mexican business people, its passenger volume and results of operations are dependent on Mexican economic conditions. The airport s most important point of origin and destination is Mexico City.

The airport has two perpendicular runways, one with a length of 2,400 meters (1.5 miles) and another with a length of 1,523 meters (1.0 miles). The airport has one main commercial terminal. The airport also has a general aviation building for small private aircraft with 23 positions.

The original 4,065 square meters (43,700 square feet) of the terminal building at the airport were remodeled in 2005, and an extension of 2,000 square meters (21,500 square feet) was added, representing an increase of 49%. In addition, special collapsible jetways were built to protect passengers during boarding and disembarking, along with a new international baggage reclaim facility and bigger, newer offices and facilities for federal authorities.

Huatulco International Airport

Huatulco International Airport serves the Huatulco resort area in the state of Oaxaca on Mexico s Pacific coast. Huatulco has a population of approximately 33,194, and was first developed as a tourist resort in the late 1980s. The airport served approximately 366,000 passengers in 2008, most of which were domestic. The substantial majority of the airport s passengers are international tourists, although many arrive through domestic flights and are thus classified as domestic. The airport s most important points of origin and destination are Mexico City, Monterrey and Oaxaca.

The airport has one runway with a length of 2,700 meters (1.7 miles). The airport s Terminal 2 has five remote positions. The airport has a general aviation building for small private airplanes with eight positions.

Tapachula International Airport

Tapachula International Airport serves the city of Tapachula, which has a population of approximately 282,420, and the state of Chiapas. In 2008**,** the airport served approximately 240,100 passengers, substantially all of which were domestic. The airport s passenger volume and results of operations are dependent on Mexican economic conditions since virtually all of its passengers are domestic. The airport s most important point of origin and destination is Mexico City.

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The airport has one runway with a length of 2,000 meters (1.3 miles). The airport has one Terminal 2 with three remote boarding positions. The airport also has a general aviation building for small private aircraft with 24 boarding positions.

Minatitlán Airport

Minatitlán Airport is located near the Gulf of Mexico, 13 kilometers (8.1 miles) from the city of Coatzacoalcos, 11 kilometers (6.9 miles) from the city of Cosoleacaque and 26 kilometers (16.2 miles) from the city of Minatitlán. The metropolitan area comprised of these three cities has a population of approximately 537,316. In 2008, the airport served approximately 159,000 passengers. In recent years, the airport s passenger traffic has decreased due to lower oil and petrochemical industry activity in Coatzacoalcos and Cosoleacaque. The airport s passengers are principally domestic business people drawn by the area s petrochemical and agriculture businesses. Because the airport s passengers are primarily Mexican travelers, its passenger volume and results of operations are dependent on Mexican economic conditions. The airport s most important point of origin and destination is Mexico City.

On August 21, 2006, the Ministry of Communications and Transportation declared Minatitlán Airport an international airport.

The airport has one runway with a length of 2,100 meters (1.3 miles). The airport s main terminal (Terminal 2) has four remote parking positions. The airport has a general aviation building for small private airplanes with 30 boarding positions.

Other Properties

In October 2008, we purchased 130 hectares of land on the bay of Huatulco from FONATUR for Ps. 286.3 million. We won the right to purchase the land through a public bidding process that was part of a program launched by the Mexican Government to accelerate the development of Huatulco as a flagship city for Mexican tourism. Pursuant to the terms of the purchase agreement, we are required to construct at least 450, and no more than 1,300 hotel rooms. In particular, the purchase agreement requires us to undertake the following:

1. Present a master development plan for the land (which we have already completed);

2. Submit architectural plans for the development by May 15, 2009 (extended to May 15, 2010 by FONATUR);

3. Apply for the relevant environmental permits within 90 days of the submission of architectural plans;

4. Begin construction within 90 days of approval of the environmental permits; and

5. Begin operations of the hotel within 975 days of beginning construction.

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We will be considered to have satisfied our obligations under the purchase agreement when at least 80% of the construction on 450 hotel rooms is completed. If we do not complete the remaining milestones within the allotted time (including any extensions), FONATUR may impose penalties on us, including fines of up to 6% of the purchase price or the potential seizure of the land. FONATUR has granted us a one-year extension of time to submit architectural plans. We cannot assure you that FONATUR will grant future extensions, or that we will be able to timely complete the required steps in their respective allotted time frames.

Principal Air Traffic Customers

As of December 31, 2008, 102 international airlines and 19 Mexican airlines operated flights at our nine airports (including airlines operating solely on a code share basis). A code share arrangement means that airlines that do not fly their own aircraft into our airports arrange to share the passenger space in another airline s aircraft, with both airlines booking passengers through the same code.

Grupo Mexicana, whose subsidiaries include Mexicana and Click (formerly known as Aerovías Caribe), operates the most flights at our airports, with Grupo Aeromexico providing the fifth highest number of flights. Grupo Mexicana is owned by Grupo Posadas, S.A. de C.V., the largest hotel operator in Mexico, one of whose board members is our Chairman and CEO, Fernando Chico Pardo. Grupo Aeromexico and Grupo Mexicana also control other airlines operating in our airports, including Aerocozumel and Aeromexpress, as well as the largest provider of baggage and ramp handling services at our airports, Servicios de Apoyo en Tierra, or SEAT.

Among foreign airlines, American Airlines and Continental Airlines operate the greatest number of flights to and from our airports. In 2006, American Airlines and Continental Airlines accounted for 5.8% and 4.7%, respectively, of our revenues. In 2007, American Airlines and Continental Airlines accounted for 4.7% and 4.5%, respectively, of our revenues. In 2008, American Airlines and Continental Airlines accounted for 4.7% and 4.5%, respectively, of our total revenues.

The following table sets forth our principal air traffic customers based on the percentage of revenues they represented for the years ended December 31, 2006, 2007 and 2008:

Principal Air Traffic Customers

	Percentage of ASUR Revenues Year ended December 31,		
	2006	**2007**	**2008**
Customer			
Aerovías Caribe, S.A. de C.V. (Click)	3.5%	3.6%	5.2%
Compania Mexicana de Aviacion, S.A. de C.V. (Mexicana)	9.1%	7.1%	5.0%
AMR Corp. (American Airlines)	5.8%	4.7%	4.7%
Continental Airlines, Inc.	4.7%	4.5%	4.5%
Aerovías de Mexico, S.A. de C.V. (Aeromexico)	5.9%	4.9%	4.0%
Consorcio Aviaxsa, S.A. de C.V.	4.2%	3.9%	3.2%
US Airways Group, Inc.	3.0%	3.0%	3.0%
Aviation Support S.A. de C.V.	2.9%	2.4%	2.9%
Delta Air Lines, Inc.	2.4%	2.5%	2.4%
Aviacion Comercial Especializada S.A. de C.V.	3.0%	2.1%	2.0%
Air Canada	0.8%	0.8%	0.9%
Other	55.0%	60.8%	62.2%
Total	**100.0**%	**100.0**%	**100.0**%

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Seasonality

Our business is subject to seasonal fluctuations. In general, demand for air travel is typically higher during the summer months and during the winter holiday season, particularly in international markets, because there is more vacation travel during these periods. Our results of operations generally reflect this seasonality, but have also been impacted by numerous other factors that are not necessarily seasonal, including economic conditions, war or threat of war, weather, air traffic control delays and general economic conditions, as well as the other factors discussed above. As a result, our operating results for a quarterly period are not necessarily indicative of operating results for an entire year, and historical operating results are not necessarily indicative of future operating results.

Competition

Since our business is substantially dependent on international tourists, our principal competition is from competing tourist destinations. We believe that the main competitors to Cancún are vacation destinations in Mexico, such as Acapulco, Puerto Vallarta and Los Cabos, and elsewhere such as Puerto Rico, Florida, Cuba, Jamaica, the Dominican Republic and other Caribbean island and Central American resorts. In March 2000, a new airport opened in Chichen Itza. This airport is operated by the former operator of the charter terminal in Cancún Airport. In addition, the Mexican government has announced its intention, at some point in the future, to grant a concession for a new airport in the Mayan Riviera through a public bidding process. The bidding process is expected to take place during the second half of 2009. In October 2004, the Mexican state of Quintana Roo formed a majority state-owned company, Aeropuerto Internacional de la Riviera Maya, S.A. de C.V., to seek any such concession that may be granted. Currently, the Mayan Riviera is served primarily by Cancún Airport. We have no further details on the construction or projected opening of the airport. Although the Ministry of Communications and Transportation has committed to adjust the master development plans and maximum rates for our airports within three months of the granting of a concession for the Mayan Riviera Airport, we are unable to predict the effect that the new airport may have on our passenger traffic or operating results if the project is successfully carried out, and the extent of any revisions to our master development plans or maximum rates.

The relative attractiveness of the locations we serve is dependent on many factors, some of which are beyond our control. These factors include promotional activities and pricing policies of hotel and resort operators, weather conditions, natural disasters (such as hurricanes) and the development of new resorts that may be considered more attractive. There can be no assurance that the locations we serve will continue to attract the same level of passenger traffic in the future.

Excluding Cancún Airport, our airports generally do not face significant competition. The Mexican Airport and Auxiliary Services Agency currently operates seven small airports in Mexico s southeast region. The Mexican Airport and Auxiliary Services Agency estimates that its airports collectively account for less than 10% of the passenger traffic in the region.

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REGULATORY FRAMEWORK

Sources of Regulation

The following are the principal laws, regulations and instruments that govern our business and the operation of our airports:

- the Mexican Airport Law, enacted December 22, 1995,
- the regulations to the Mexican Airport Law, enacted February 17, 2000,
- the Mexican Communications Law, enacted February 19, 1940,
- the Mexican Civil Aviation Law, enacted May 12, 1995,
- the Mexican Federal Duties Law, enacted December 31, 1981,
- the Mexican National Assets Law, enacted May 20, 2004, and
- the concessions that entitle our subsidiaries to operate our nine airports, which were granted in 1998 and amended in 1999.

The Mexican Airport Law and the regulations to the Mexican Airport Law establish the general framework regulating the construction, operation, maintenance and development of Mexican airport facilities. The Mexican Airport Law s stated intent is to promote the expansion, development and modernization of Mexico s airport infrastructure by encouraging investment and competition.

Under the Mexican Airport Law, a concession granted by the Ministry of Communications and Transportation is required to construct, operate, maintain or develop a public service airport in Mexico. A concession generally must be granted pursuant to a public bidding process, except for: (i) concessions granted to (a) entities considered part of the federal public administration as defined under Mexican law and (b) private companies whose principal stockholder may be a state or municipal government; (ii) concessions granted to operators of private airports (who have operated privately for five or more years) wishing to begin operating their facilities as public service airports; and (iii) complementary concessions granted to existing concession holders. Complementary concessions may be granted only under certain limited circumstances, such as where an existing concession holder can demonstrate, among other things, that the award of the complementary concession is necessary to satisfy passenger demand. In 1998, the Ministry of Communications and Transportation granted nine concessions to operate, maintain and develop the nine principal airports in Mexico s southeast region to our subsidiaries. Because our subsidiaries were considered entities of the federal public administration at the time the concessions were granted, the concessions were awarded without a public bidding process. Each of our concessions was amended on March 19, 1999 in order, among other things, to incorporate each airport s maximum rates and certain other terms as part of the concession.

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The Mexican National Assets Law among other items establishes regulations relating to concessions on real property held in the public domain, including the airports that we operate. The Mexican National Assets Law requires concessionaires of real property held in the public domain that are used for administrative or other non-public purposes to pay a tax. In addition, the Mexican National Assets Law establishes grounds for revocation of concessions for failure to pay this tax.

To our knowledge, the constitutionality of the Mexican National Assets Law has not been challenged in Mexico s court system. If challenged in the future, a court could declare the tax void or determine an alternate amount. We do not expect this tax to materially affect our results of operations or financial condition.

On February 17, 2000 the regulations to the Mexican Airport Law were issued. Although we believe we are currently complying with the principal requirements of the Mexican Airport Law and its regulations, we are not in compliance with certain requirements under the regulations. These violations could result in fines or other sanctions being assessed by the Ministry of Communications and Transportation, and are among the violations that could result in termination of a concession if they occur three or more times.

In October 2007, a bill was introduced in Mexico s Congress to amend the Mexican Airport Law. The bill proposes to establish an autonomous Federal Airport Services Commission which would be charged with regulating airport service providers; require the Ministry of Communications and Transportation to consult with the Competition Commission on policy decisions and the granting of concessions; allow the Ministry of Communications and Transportation to consider economic efficiency and reductions in user costs when granting airport concessions; permit the Federal Airport Services Commission to conduct auctions for take-off and landing slots at saturated airports; allow the Federal Airport Services Commission to require equal participation by investors and Mexican businesses in providing regulated services and to require airports to obtain an annual accreditation.

Role of the Ministry of Communications and Transportation

The Ministry of Communications and Transportation is the principal regulator of airports in Mexico and is authorized by the Mexican Airport Law to perform the following functions:

- grant, modify and revoke concessions for the operation of airports,
- establish air transit rules and rules regulating take-off and landing schedules through the Mexican air traffic control authority,
- take all necessary action to create an efficient, competitive and non-discriminatory market for airport-related services,
- approve any transaction or transactions that directly or indirectly may result in a change of control of a concession holder,
- approve the master development plans prepared by each concession holder every five years,

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- determine each airport s maximum rates,
- approve any agreements entered into between a concession holder and a third party providing airport or complementary services at its airport,
- establish safety regulations,
- monitor airport facilities to determine their compliance with the Mexican Airport Law, other applicable laws and the terms of the concessions, and
- impose penalties for failure to observe and perform the rules under the Mexican Airport Law, the Mexican Airport Law regulations and the concessions.

In addition, under the Mexican Organic Law of the Federal Public Administration, the Mexican Airport Law and the Mexican Civil Aviation Law, the Ministry of Communications and Transportation is required to provide air traffic control, radio assistance and aeronautical communications at Mexico s airports. The Ministry of Communications and Transportation provides these services through SENEAM, the Mexican air traffic control authority, which is a division of the Ministry of Communications and Transportation. Since 1978, the Mexican air traffic control authority has provided air traffic control for Mexico s airports.

New Regulatory Agency

The Ministry of Communications and Transportation has announced that it intends to establish a new regulatory agency. This new agency is expected to be authorized to monitor our activities and those of the other new airport groups, to enforce applicable regulations and to propose amendments to concessions, to set maximum rates, to resolve disputes between concession holders and airport users (such as airlines) and to collect and distribute information relating to the airport sector. The proposal made in Mexico s Congress in October 2007 to amend the Mexican Airport Law would establish such an agency. However, this initiative has not been approved, and no date for the establishment of this new regulatory agency has been publicly announced.

Scope of Concessions and General Obligations of Concession Holders

As authorized under the Mexican Airport Law, each of the concessions held by our subsidiaries is for an initial 50-year term from November 1, 1998. This initial term of each of our concessions may be renewed in one or more terms for up to an additional 50 years, subject to the concession holder s acceptance of any new conditions imposed by the Ministry of Communications and Transportation and to its compliance with the terms of its concession.

The concessions held by our subsidiary concession holders allow the relevant concession holder, during the term of the concession, to: (i) operate, maintain and develop its airport and carry out any necessary construction in order to render airport, complementary and commercial services as provided under the Mexican Airport Law and the Mexican Airport Law regulations; and (ii) use and develop the assets that comprise the airport that is the subject of the concession (consisting of the airport s real estate and improvements but excluding assets used in connection with fuel supply and storage). These assets are government-owned assets, subject to the Mexican National Assets Law. Upon expiration of a concession, these assets automatically revert to the Mexican government.

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Substantially all of contracts entered into by the Mexican Airport and Auxiliary Services Agency with respect to each of our airports have been assigned to the relevant concession holder for each airport. As part of this assignment, each concession holder agreed to indemnify the Mexican Airport and Auxiliary Services Agency for any loss suffered by the Mexican Airport and Auxiliary Services Agency due to the concession holder s breach of its obligations under an assigned agreement.

Under the Mexican Federal Duties Law, each of our subsidiary concession holders is required to pay the Mexican government a concession fee based on its gross annual revenues from the use of public domain assets pursuant to the terms of its concession. Currently, this concession fee is set at a rate of 5% and may be revised annually by the Mexican Congress. Our concessions provide that we may request an amendment of our maximum rates if there is a change in this concession fee.

Concession holders are required to provide airport security. If public order or national security is endangered, the competent federal authorities are authorized to act to protect the safety of aircraft, passengers, cargo, mail, installations and equipment.

Each concession holder and any third party providing services at an airport is required to carry specified insurance in amounts and covering specified risks, such as damage to persons and property at the airport, in each case as specified by the Ministry of Communications and Transportation. To date the Ministry of Communications and Transportation has not specified the required amounts of insurance. We cannot assure you that we will not be required to obtain additional insurance once these amounts are specified.

ASUR and our subsidiary concession holders are jointly and severally liable to the Ministry of Communications and Transportation for the performance of all obligations under the concessions held by our subsidiaries. Each of our subsidiary concession holders is responsible for the performance of the obligations set forth in its concession, including the obligations arising from third-party contracts, as well as for any damages to the Mexican government-owned assets that they use and to third-party airport users. In the event of a breach of one concession, the Ministry of Communications and Transportation is authorized to revoke all of the concessions held by our subsidiaries.

The shares of a concession holder and the rights under a concession may be subject to a lien only with the approval of the Ministry of Communications and Transportation. No agreement documenting liens approved by the Ministry of Communications and Transportation may allow the beneficiary of a pledge to become a concession holder under any circumstances.

A concession holder may not assign any of its rights or obligations under its concession without the authorization of the Ministry of Communications and Transportation. The Ministry of Communications and Transportation is authorized to consent to an assignment only if the proposed assignee satisfies the requirements to be a concession holder under the Mexican Airport Law, undertakes to comply with the obligations under the relevant concession and agrees to any other conditions that the Ministry may require.

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Classification of Services Provided at Airports

The Mexican Airport Law and the Mexican Airport Law regulations classify the services that may be rendered at an airport into the following three categories:

Airport Services. Airport services may be rendered only by the holder of a concession or a third party that has entered into an agreement with the concession holder to provide such services. These services include: the use of airport runways, taxiways and aprons for landing, aircraft parking and departure, the use of hangars, passenger walkways, transport buses and automobile parking facilities, the provision of airport security services, rescue and firefighting services, ground traffic control, lighting and visual aids, the general use of terminal space and other infrastructure by aircraft, passengers and cargo, and the provision of access to an airport to third parties providing complementary services (as defined in the Mexican Airport Law) and third parties providing permanent ground transport services (such as taxis).

Complementary Services. Complementary services may be rendered by an airline, by the airport operator or by a third party under agreements with airlines or the airport operator. These services include: ramp and handling services, passenger check-in, and aircraft security, catering, cleaning, maintenance, repair and fuel supply and related activities that provide support to air carriers.

Commercial Services. Commercial services involve services that are not considered essential to the operation of an airport or aircraft, and include: the leasing of space to retailers, restaurants and banks and advertising.

Third parties rendering airport, complementary or commercial services are required to do so pursuant to a written agreement with the relevant concession holder. All agreements relating to airport or complementary services are required to be approved by the Ministry of Communications and Transportation. The Mexican Airport Law provides that the concession holder is jointly liable with these third parties for compliance with the terms of the relevant concession with respect to the services provided by such third parties. All third-party service providers of complementary services are required to be corporations incorporated under Mexican law.

Airport and complementary services are required to be provided to all users in a uniform and regular manner, without discrimination as to quality, access or price. Concession holders are required to provide airport and complementary services on a priority basis to military aircraft, disaster support aircraft and aircraft experiencing emergencies. Airport and complementary services are required to be provided at no cost to military aircraft and aircraft performing national security activities.

In the event of *force majeure*, the Ministry of Communications and Transportation may impose additional regulations governing the provision of services at airports, but only to the extent necessary to address the *force majeure* event. The Mexican Airport Law allows the airport administrator appointed by a concession holder to suspend the provision of airport services in the event of *force majeure*.

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A concession holder is also required to take all necessary measures to create a competitive market for complementary services. Due to space, efficiency and safety considerations, a concession holder may limit the number of providers of complementary services in its airport. If the number of complementary service providers must be limited due to these considerations, contracts for the provision of complementary services must be awarded through a competitive bidding process.

Master Development Plans

Concession holders are also required to submit to the Ministry of Communications and Transportation a master development plan describing, among other things, the concession holder s construction and maintenance plans. Each master development plan is for a fifteen-year period and is required to be updated every five years and resubmitted for approval to the Ministry of Communications and Transportation. Upon such approval, the master development plan is deemed to constitute a part of the relevant concession. Any major construction, renovation or expansion of an airport may only be made pursuant to a concession holder s master development plan or upon approval by the Ministry of Communications and Transportation. Information required to be presented in the master development plan includes:

- airport growth and development expectancies,
- fifteen-year projections for air traffic demand (including passenger, cargo and operations),
- construction, conservation, maintenance, expansion and modernization programs for infrastructure, facilities and equipment,
- five-year detailed investment program and planned major investments for the following ten years,
- probable sources of financing,
- descriptive airport plans, and
- environmental protection measures.

The concessions require the concession holder to engage recognized independent consultants to conduct polls among airport users with respect to current and expected quality standards, and to prepare air traffic projections and investment requirements. The concession holder must submit a draft of the master development plan to airport users for their review and comments. Further, the concession holder must submit the master development plan to the Ministry of Communications and Transportation prior to the expiration of the five-year term. The Ministry of Communications and Transportation may request additional information or clarification as well as seek further comments from airport users.

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Changes to a master development plan and investment program require the approval of the Ministry of Communications and Transportation, except for emergency repairs and minor works that do not adversely affect an airport s operations.

On March 31, 2009, the Ministry of Communications and Transportation approved our current master development plans. The current terms of the updated master development plans were effective as of January 1, 2009, and will be in effect until December 31, 2013.

The following table sets forth our committed investments for the regulated part of our business for each airport pursuant to the terms of our current master development plans for the periods presented. Even though we have committed to invest the amounts in the table, those amounts could be lower or higher depending on the cost of each project.

Committed Investments

	Committed Investments					
	Year ended December 31,					
Airport	**2009**	**2010**	**2011**	**2012**	**2013**	**Totals**
	(millions of constant pesos as of December 31, 2008)[1]					
Cancún	Ps. 582.0[2]	Ps. 625.0[2]	Ps. 424.5[2]	Ps. 447.6[2]	Ps. 334.6[2]	Ps. 2,413.7[2]
Cozumel	17.5	42.1	14.2	33.7	10.2	117.7
Huatulco	52.9	151.0	70.4	59.3	9.8	343.4
Mérida	80.8	128.2	72.8	16.3	6.1	304.2
Minatitlán	20.6	24.9	6.6	3.6	3.8	59.5
Oaxaca	48.1	139.0	62.0	42.5	17.8	309.4
Tapachula	7.6	5.7	4.7	2.5	39.7	60.2
Veracruz	48.1	310.1	248.0	119.0	67.6	792.8
Villahermosa	45.9	163.6	81.4	6.6	34.8	332.3
Total	**Ps. 903.5**	**Ps. 1,589.6**	**Ps. 984.6**	**Ps. 731.1**	**Ps. 524.4**	**Ps. 4,733.2**

(1) Based on the Mexican construction price index in accordance with the terms of our master development plan.

(2) Prior to December 31, 2008, we invested a total of Ps. 1,667.7 million in the construction of Terminal 3

and the construction of the second runway at Cancún airport. As a result, the Ministry of Communications has applied Ps. 1,054.8 million of this amount to the satisfaction of our committed investments at Cancún airport for 2009 through 2013, of which approximately Ps. 211 million was allocated to each calendar year. The amounts reflected above are the total amount of committed investments, and do not include deductions for these amounts.

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The following table sets forth our committed and indicative investments for the regulated part of our business for each airport pursuant to the terms of our current master development plans for the periods presented.

Airport	Committed Investments January 1, 2009 December 31, 2013	Indicative Investments January 1, 2014 December 31, 2018	Indicative Investments January 1, 2019 December 31, 2023
	(millions of constant pesos as of December 31, 2008)[1]		
Cancún	Ps. 2,413.7[2]	Ps. 1,207.5[2]	Ps. 793.9
Cozumel	117.7	121.5	89.6
Huatulco	343.4	71.9	48.1
Mérida	304.2	125.5	82.5
Minatitlán	59.5	59.8	36.7
Oaxaca	309.4	67.1	85.1
Tapachula	60.2	42.0	20.5
Veracruz	792.8	136.5	170.1
Villahermosa	332.3	257.3	56.1
Total	**Ps. 4,733.2**	**Ps. 2,089.1**	**Ps. 1,382.6**

(1) Based on the Mexican construction price index in accordance with the terms of our master development plan.

(2) Prior to December 31, 2008, we invested a total of Ps. 1,667.7 million in the construction of Terminal 3 and the construction of the second runway at Cancún airport. As a result, the

Ministry of Communications has applied Ps. 1,054.8 million of this amount to the satisfaction of our committed investments at Cancún airport for 2009 through 2013, and Ps. 612.9 million to the satisfaction of our indicative investments for 2014 through 2018. The amounts reflected above are the total amount of committed and indicative investments, and do not include deductions for these amounts.

The master development plans and maximum rates for each airport were approved before the concessioning and construction of the Mayan Riviera Airport project, which is included in the National Infrastructure Plan for 2007-2012. Because of this timing, the Ministry of Communications and Transportation did not account for how the eventual construction, administration and operation of the Mayan Riviera Airport, and the beginning of flight operations there, may affect passenger traffic levels for Cancún airport. Accordingly, the Ministry of Communications and Transportation has committed to modify the master development plans for our airports within three months from the granting of a concession to operate the Mayan Riviera Airport so as to reflect new passenger traffic level projections, and accordingly, to adjust the investment obligations and maximum rates that we are authorized to charge at each airport. However, we cannot predict if or when the concession for the Mayan Riviera Airport will be granted, what effects operations at the Mayan Riviera Airport will have on our passenger traffic levels, or how the Ministry of Communications and Transportation will adjust our master development plans.

Price Regulation

The Mexican Airport Law provides that the Ministry of Communications and Transportation may establish price regulations for services for which the Competition Commission determines that a competitive market does not exist. On March 9, 1999, the Competition Commission issued a ruling stating that competitive markets generally do not exist for airport services and airport access provided to third parties rendering complementary services. This ruling authorized the Ministry of Communications and Transportation to establish regulations governing the prices that may be charged for airport services and access fees that may be charged to providers of complementary services in our airports. On March 19, 1999, a new regulation, the Rate Regulation, was incorporated within the terms of each of our concessions. The Rate Regulation, which became effective May 1, 1999, establishes the annual maximum rates for each of our concession holders, which is the maximum amount of revenue per workload unit (one passenger or 100 kilograms (220 pounds) of cargo) in a given year that the concession holder may earn at its airports from all regulated revenue sources.

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Regulated Revenues

The Rate Regulation establishes a dual-till system of price regulation under which certain of our revenues, such as passenger charges, landing charges, aircraft parking charges and access fees from third parties providing complementary services at our airports, are regulated, while the revenues that we earn from commercial activities in our terminals, such as the leasing of space to duty-free stores, retailers, restaurants, car rental companies and banks, are not regulated.

The Rate Regulation provides that the following sources of revenues are regulated under this dual-till system:

- revenues from airport services (as defined under the Mexican Airport Law), other than automobile parking, and
- access fees earned from third parties providing complementary services, other than those related to the establishment of administrative quarters that the Ministry of Communications and Transportation determines to be non-essential.

All other sources of revenues at our airports are not regulated. Approximately 74.7%, 71.5% and 69.8% of our revenues in 2006, 2007 and 2008, respectively, were derived from regulated sources of revenue.

Each concession holder is entitled to determine the prices charged for each regulated service and is required to register such prices with the Ministry of Communications and Transportation. Once registered, those prices are deemed part of its concession, and may only be changed every six months or earlier if there has been a cumulative increase of at least 5% in the Mexican producer price index (excluding petroleum) as published by the Mexican Central Bank since the date of the last adjustment and in other specific circumstances. See Special Adjustments to Maximum Rates.

Current Maximum Rates

Each airport s maximum rates from April 1, 2009 to December 31, 2013 were set by the Ministry of Communications and Transportation on March 31, 2009.

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The following table sets forth the maximum rates for each of our airports for the periods indicated. These maximum rates are subject to adjustment only under the limited circumstances described below under Special Adjustments to Maximum Rates.

	Maximum Rates[1][2] Year ended December 31,				
	2009	2010	2011	2012	2013
Cancún	Ps. 134.03	Ps. 133.09	Ps. 132.16	Ps. 131.23	Ps. 130.32
Mérida	125.04	124.17	123.29	122.42	121.58
Cozumel	185.88	184.58	183.29	182.00	180.73
Villahermosa	117.07	116.26	115.44	114.63	113.83
Oaxaca	132.76	131.83	130.91	130.00	129.08
Veracruz	112.06	111.27	110.49	109.72	108.95
Huatulco	120.71	119.86	119.02	118.19	117.36
Tapachula	246.22	244.50	242.79	241.09	239.41
Minatitlán	214.38	212.88	211.39	209.91	208.44

(1) Expressed in adjusted pesos as of December 31, 2008 based on the Mexican producer price index (excluding petroleum).

(2) Our concessions provide that each airport s maximum rate may be adjusted annually to take account of projected improvements in efficiency. For the five-year period ending December 31, 2013, the maximum rates applicable to our airports reflect a

projected annual efficiency improvement of 0.70%.

Methodology For Determining Future Maximum Rates

The Rate Regulation provides that each airport s annual maximum rates are to be determined in five-year intervals based on the following variables:

- Projections for the fifteen-year period of workload units (each of which is equivalent to one passenger or 100 kilograms (220 pounds) of cargo), operating costs and expenses (excluding amortization and depreciation) related to services subject to price regulation.
- Projections for the fifteen-year period of capital expenditures related to regulated services, based on air traffic forecasts and quality of standards for services to be derived from the master development plans.
- Reference values, which were established in the concessions and are designed to reflect the net present value of the regulated revenues minus the corresponding regulated operating costs and expenses (excluding amortization and depreciation), and capital expenditures related to the provision of regulated services plus a terminal value.
- A discount rate to be determined by the Ministry of Communications and Transportation. The concessions provide that the discount rate shall reflect the cost of capital to Mexican and international companies in the airport industry (on a pre-tax basis), as well as Mexican economic conditions. The concessions provide that the discount rate shall be at least equal to the average yield of long-term Mexican government debt securities quoted in the international markets during the prior twenty four months plus a risk premium to be determined by the Ministry of Communications and Transportation based on the inherent risk of the airport business in Mexico.

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Our concessions specify a discounted cash flow formula to be used to determine the maximum rates that, given the projected pre-tax earnings, capital expenditures and discount rate, would result in a net present value equal to the reference values established in connection with the last determination of maximum rates.

Our concessions provide that each airport s maximum rate may be adjusted annually to take account of projected improvements in efficiency. For the period beginning April 1, 2009 and ending December 31, 2013, the maximum rates applicable to our airports reflect a projected annual efficiency improvement of 0.70%.

The concessions provide that each airport s reference values, discount rate and the other variables used in calculating the maximum rates are not guarantees and do not in any manner represent an undertaking by the Ministry of Communications and Transportation or the Mexican government as to the performance of any concession holder. To the extent that the revenues from services subject to price regulation in any period are less than an airport s maximum rate multiplied by the workload units processed for such period, no adjustment will be made to compensate for this shortfall.

To the extent that such aggregate revenues per workload unit exceed the relevant maximum rate, the Ministry of Communications and Transportation may proportionately reduce the maximum rate in the immediately subsequent year and assess penalties equivalent to 1,000 to 50,000 times the general minimum wage in the Federal District (Mexico City). On January 1, 2009, the daily minimum wage in Mexico City was Ps. 54.80. As a result, the maximum penalty at such date could have been Ps. 2.7 million (U.S.$198,817). In the event that a concession holder fails to comply with certain terms of its concession, or violates certain other terms of its concession after having been sanctioned at least three times for violation of that concession, the Ministry of Communications and Transportation is entitled to revoke its concession. We would face similar sanctions for any violations of the Mexican Airport Law or its regulations. A full discussion of circumstances that might lead to a revocation of a concession may be found below at Penalties and Termination and Revocation of Concessions and Concession Assets.

Currently, our calculation of workload units (one passenger or 100 kilograms (220 pounds) of cargo does not include transit passengers. There is a possibility that in the future our workload units may include transit passengers and the Ministry of Communications and Transportation will decrease our maximum rates to reflect this higher passenger base. Although there can be no assurance, we do not expect this change to occur in the short term or have a material adverse effect on our revenues if and when it happens.

Special Adjustments to Maximum Rates

Once determined, each airport s maximum rates are subject to special adjustment only under the following circumstances:

Change in law or natural disasters. A concession holder may request an adjustment in its maximum rates if a change in law with respect to quality standards or safety and environmental protection results in operating costs or capital expenditures that were not contemplated when its maximum rates were determined. In addition, a concession holder may also request an adjustment in its maximum rates if a natural disaster affects demand or requires unanticipated capital expenditures. There can be no assurance that any request on these grounds would be approved, or that we would make such a request.

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Macroeconomic conditions. A concession holder may also request an adjustment in its maximum rates if, as a result of a decrease of at least 5% in Mexican gross domestic product in a 12-month period, the workload units processed in the concession holder s airport are less than that projected when its maximum rates were determined. To grant an adjustment under these circumstances, the Ministry of Communications and Transportation must have already allowed the concession holder to decrease its projected capital improvements as a result of the decline in passenger traffic volume. There can be no assurance that any request on these grounds would be approved, or that we would make such a request.

Increase in concession fee under Mexican Federal Duties Law. An increase in duty payable by a concession holder under the Mexican Federal Duties Law entitles the concession holder to request an adjustment in its maximum rates. There can be no assurance that any request on these grounds would be approved.

Failure to make required investments or improvements. The Ministry of Communications and Transportation annually is required to review each concession holder s compliance with its master development plan (including the provision of services and the making of capital investments). If a concession holder fails to satisfy any of the investment commitments contained in its master development plan, the Ministry of Communications and Transportation is entitled to decrease the concession holder s maximum rates and assess penalties.

Excess revenues. In the event that revenues subject to price regulation per workload unit in any year exceed the applicable maximum rate, the maximum rate for the following year will be decreased to compensate airport users for overpayment in the previous year. Under these circumstances, the Ministry of Communications and Transportation is also entitled to assess penalties against the concession holder.

In addition, the Ministry of Communications and Transportation has committed to review and adjust our maximum rates within three months from the granting of a concession to operate the Mayan Riviera Airport, which is included in the Mexican Government s National Infrastructure Plan for 2007-2012, to reflect changes in projected traffic levels at our airports. See Master Development Plans .

Ownership Commitments and Restrictions

The concessions require us to retain a 51% direct ownership interest in each of our nine concession holders throughout the term of these concessions. Any acquisition by us or one of our concession holders of any additional airport concessions or of a beneficial interest of 30% or more of another concession holder requires the consent of the Competition Commission. In addition, the concessions prohibit us and our concession holders, collectively or individually, from acquiring more than one concession for the operation of an airport along each of Mexico s southern and northern borders.

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Air carriers are prohibited under the Mexican Airport Law from controlling or beneficially owning 5% or more of the shares of a holder of an airport concession. We, and each of our subsidiaries, are similarly restricted from owning 5% or more of the shares of any air carrier.

Foreign governments acting in a sovereign capacity are prohibited from owning any direct or indirect equity interest in a holder of an airport concession.

Reporting, Information and Consent Requirements

Concession holders and third parties providing services at airports are required to provide the Ministry of Communications and Transportation access to all airport facilities and information relating to an airport s construction, operation, maintenance and development. Each concession holder is obligated to maintain statistical records of operations and air traffic movements in its airport and to provide the Ministry of Communications and Transportation with any information that it may request. Each concession holder is also required to publish its annual audited consolidated financial statements in a principal Mexican newspaper within the first four months of each year.

The Mexican Airport Law provides that any person or group directly or indirectly acquiring control of a concession holder is required to obtain the consent of the Ministry of Communications and Transportation to such control acquisition. For purposes of this requirement, control is deemed to be acquired in the following circumstances:

- if a person acquires 35% or more of the shares of a concession holder,
- if a person has the ability to control the outcome of meetings of the stockholders of a concession holder,
- if a person has the ability to appoint a majority of the members of the board of directors of a concession holder, and
- if a person by any other means acquires control of an airport.

Under the regulations to the Mexican Airport Law, any company acquiring control of a concession holder is deemed to be jointly and severally liable with the concession holder for the performance of the terms and conditions of the concession.

The Ministry of Communications and Transportation is required to be notified upon any change in a concession holder s chief executive officer, board of directors or management. A concession holder is also required to notify the Ministry of Communications and Transportation at least ninety days prior to the adoption of any amendment to its bylaws concerning the dissolution, corporate purpose, merger, transformation or spin-off of the concession holder.

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Penalties and Termination and Revocation of Concessions and Concession Assets

The Mexican Airport Law provides that sanctions of up to 400,000 times the minimum daily wage in the Federal District (Mexico City) may be assessed for failures to comply with the terms of a concession. On January 1, 2009, the daily minimum wage in Mexico City was Ps. 54.80. As a result, the maximum penalty at such date could have been Ps. 21.9 million (U.S.$1.6 million).

Under the Mexican Airport Law and the terms of the concessions, a concession may be terminated upon any of the following events:

- expiration of its term,
- surrender by the concession holder,
- revocation of the concession by the Ministry of Communications and Transportation,
- reversion (*rescate*) of the Mexican government-owned assets that are the subject of the concession (principally real estate, improvements and other infrastructure),
- inability to achieve the purpose of the concession, except in the event of *force majeure*, or
- dissolution, liquidation or bankruptcy of the concession holder.

The Mexican National Assets Law, published in the Diario Oficial de la Federacion on May 20, 2004, among other items, establishes regulations relating to concessions on real property held in the public domain, including the airports that we operate. The Mexican National Assets Law requires concessionaires of real property held in the public domain that are used for administrative or other non-public purposes to pay a tax. In addition, the Mexican National Assets Law establishes new grounds for revocation of concessions for failure to pay this tax.

A concession s termination does not exempt the concession holder from liability in connection with the obligations acquired during the term of the concession.

Upon termination, whether as a result of expiration or revocation, the public domain assets (including real estate and fixtures) that were the subject of the concession automatically revert to the Mexican government at no cost. In addition, upon termination the Mexican federal government has a preemptive right to acquire privately owned assets used by the concession holder to provide services under the concession at prices determined by expert appraisers appointed by the Ministry of Communications and Transportation. Alternatively, the Mexican government may elect to lease these assets for up to five years at fair market rates as determined by expert appraisers appointed by the Mexican government and the concession holder. In the event of a discrepancy between appraisals, a third expert appraiser must be jointly appointed by the Mexican government and the concession holder. If the concession holder does not appoint an expert appraiser, or if such appraiser fails to determine a price, the determination of the appraiser appointed by the Mexican government will be conclusive. If the Mexican government chooses to lease the assets, it may thereafter purchase the assets at their fair market value, as determined by an expert appraiser jointly appointed by the Mexican government and the concession holder.

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A concession may be revoked by the Ministry of Communications and Transportation under certain conditions, including:

- the failure by a concession holder to begin operating, maintaining and developing an airport pursuant to the terms established in the concession,
- the failure by a concession holder to maintain insurance as required under the Mexican Airport Law,
- the assignment, encumbrance, transfer or sale of a concession, any of the rights thereunder or the assets underlying the concession in violation of the Mexican Airport Law,
- any alteration of the nature or condition of an airport s facilities without the authorization of the Ministry of Communications and Transportation,
- consent to the use, or without the approval of air traffic control authorities, of an airport by any aircraft that does not comply with the requirements of the Mexican Civil Aviation Law, that has not been authorized by the Mexican air traffic control authority, or that is involved in the commission of a felony,
- knowingly appointing or maintaining a chief executive officer or board member of a concession holder that is not qualified to perform his functions under the law as a result of having violated criminal laws,
- a violation of the safety regulations established in the Mexican Airport Law and other applicable laws,
- a total or partial interruption of the operation of an airport or its airport or complementary services without justified cause,
- the failure of ASUR to own at least 51% of the capital stock of its subsidiary concession holders,
- the failure to maintain the airport s facilities,
- the provision of unauthorized services,
- the failure to indemnify a third party for damages caused by the provision of services by the concession holder or a third-party service provider,
- charging prices higher than those registered with the Ministry of Communications and Transportation for regulated services or exceeding the applicable maximum rate,

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any act or omission that impedes the ability of other service providers or authorities to carry out their functions within the airport, or

any other failure to comply with the Mexican Airport Law, its regulations and the terms of a concession.

The Ministry of Communications and Transportation is entitled to revoke a concession without prior notice as a result of the first six events described above. In the case of other violations, a concession may be revoked as a result of a violation only if sanctions have been imposed at least three times with respect to the same violation.

According to the Mexican National Assets Law, Mexico s national patrimony consists of private and government-owned assets of the Federation. The surface area of our airports and improvements on such space are considered government-owned assets. A concession concerning government-owned assets may be reverted to the Mexican government prior to the concession s expiration, when considered necessary for the public interest. In exchange, the Mexican government is required to pay compensation, taking into consideration investments made and depreciation of the relevant assets, but not the value of the assets subject to the concessions, based on the basis and methodology set forth in the reversion (*rescate*) resolutions issued by the Ministry of Communications and Transportation. Following a declaration of reversion, the assets that were subject to the concession are automatically returned to the Mexican government.

In the event of war, natural disaster, grave disruption of the public order or an imminent threat to national security, internal peace or the economy, the Mexican government may carry out a requisition (*requisa* step-in rights) with respect to our airports. The step-in rights may be exercised by the Mexican government as long as the circumstances warrant. In all cases, except international war, the Mexican government is required to indemnify us for damages and lost profits (*daños y perjuicios*) caused by such requisition, calculated at their real value (*valor real*); provided that if we were to contest the amount of such indemnification, the amount of the indemnity with respect to damages (*daños*) shall be fixed by expert appraisers appointed by us and the Mexican government, and the amount of the indemnity with respect to lost profits (*perjuicios*) shall be calculated taking into consideration the average net income during the year immediately prior to the requisition. In the event of requisition due to international war, the Mexican government would not be obligated to indemnify us.

Grants of New Concessions

The Mexican government may grant new concessions to manage, operate, develop and construct airports. Such concessions may be granted through a public bidding process in which bidders must demonstrate their technical, legal, managerial and financial capabilities. The Federal Competition Commission has the power, under certain circumstances, to prohibit a party from bidding, and to cancel an award after the process has concluded. In addition, the government may grant concessions without a public bidding process to the following entities:

parties who hold permits to operate civil aerodromes and intend to transform the aerodrome into an airport so long as (i) the proposed change is consistent with the national airport development programs and policies, (ii) the civil aerodrome has been in continuous operation for the previous five years and (iii) the permit holder complies with all requirements of the concession,

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current concession holders when necessary to meet increased demand so long as (i) a new airport is necessary to increase existing capacity, (ii) the operation of both airports by a single concession holder is more efficient than other options, and (iii) the concession holder complies with all requirements of the concession,

current concession holders when it is in the public interest for their airport to be relocated,

entities in the federal public administration, and

commercial entities in which local or municipal governments have a majority equity interest if the entities corporate purpose is to manage, operate, develop and/or construct airports.

Environmental Matters

Our operations are subject to Mexican federal and state laws and regulations relating to the protection of the environment. The principal environmental laws include the General Law of Ecological Balance and Environmental Protection, or the Ecological Law, which is administered by the Federal Attorney s Office for the Protection of the Environment, the enforcement arm of the Ministry of the Environment, Natural Resources and Fishing, and the Law of National Waters and its regulations, which are administered by the National Water Commission. Under the Ecological Law, regulations have been promulgated concerning air pollution, environmental impact studies, noise control and hazardous wastes. The Ecological Law also regulates vibrations, thermal energy, soil pollution and visual pollution that result from construction, although the Mexican government has not yet issued specific enforcement standards on these issues. Pursuant to the Law of National Waters, companies that discharge waste water must comply with maximum allowable contaminant levels in order to preserve water quality. The Ecological Law also provides that companies that contaminate the soil are responsible for clean-up. Promulgated pursuant to the Ecological Law, Mexican Official Norms, which are technical regulations issued by a competent regulatory authority, establish standards relating to air emissions, discharges of pollution and waste water and the handling of hazardous waste. Mexican Official Norms also regulate noise pollution. The Federal Attorney s Office for the Protection of the Environment can bring administrative, civil and criminal proceedings against companies that violate environmental laws, and it also has the power to close non-complying facilities. Every company in Mexico is required to provide the National Institute of Ecology, the regulatory arm of the Ministry of the Environment, Natural Resources and Fishing, with periodic reports regarding compliance with the Ecological Law and the regulations thereunder.

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The level of environmental regulation in Mexico has increased in recent years, and the enforcement of the law is becoming more stringent. We expect this trend to continue and to be stimulated by international agreements between Mexico and the United States. We do not expect that compliance with Mexican environmental laws or Mexican state environmental laws will have a material effect on our financial condition or results of operations. There can be no assurance, however, that environmental regulations or the enforcement thereof will not change in a manner that could have a material adverse effect on our business, results of operations, prospects or financial condition.

The *Procuraduria Federal de Proteccion Ambiental* (PROFEPA) has issued clean industry certificates for all of our airports. These certificates certify compliance with applicable Mexican environmental law regulations. We are in compliance with the requirement to renew these certificates every two years.

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ORGANIZATIONAL STRUCTURE

The following table sets forth our material consolidated subsidiaries as of December 31, 2008, including our direct and indirect ownership interest in each:

Subsidiary	Ownership Interest
Aeropuerto de Cancún, S.A. de C.V.	99.99%
Aeropuerto de Cozumel, S.A. de C.V. (1)	99.99%
Aeropuerto de Mérida, S.A. de C.V.	99.99%
Aeropuerto de Huatulco, S.A. de C.V. (2)	99.99%
Aeropuerto de Oaxaca, S.A. de C.V.	99.99%
Aeropuerto de Veracruz, S.A. de C.V. (3)	99.99%
Aeropuerto de Villahermosa, S.A. de C.V.	99.99%
Aeropuerto de Tapachula, S.A. de C.V. (4)	99.99%
Aeropuerto de Minatitlán, S.A. de C.V. (5)	99.99%
Servicios Aeroportuarios del Sureste, S.A. de C.V.	99.99%
RH Asur, S.A. de C.V.	99.99%

(1) As of January 2005, Aeropuerto de Cancún, S.A. de C.V., has an 18.1% equity participation in this airport.

(2) As of January 2005, Aeropuerto de Cancún, S.A. de C.V., has a 24.2% equity participation in this airport.

(3) As of January 2005, Aeropuerto de

Cancún, S.A. de C.V., has an 8.9% equity participation in this airport.

(4) As of January 2005, Aeropuerto de Cancún, S.A. de C.V., has a 30.0% equity participation in this airport.

(5) As of October 2007, Aeropuerto de Cancún, S.A. de C.V., has a 23.4% equity participation in this airport.

All of our subsidiaries are organized under the laws of Mexico.

PROPERTY, PLANT AND EQUIPMENT

Pursuant to the Mexican General Law of National Assets, all real estate and fixtures in our airports are owned by the Mexican nation. Each of our concessions is scheduled to terminate in 2048, although each concession may be extended one or more times for up to an aggregate of an additional fifty years. The option to extend a concession is subject to our acceptance of any changes to such concession that may be imposed by the Ministry of Communications and Transportation and our compliance with the terms of our current concessions. Upon expiration of our concessions, these assets automatically revert to the Mexican nation, including improvements we may have made during the terms of the concessions, free and clear of any liens and/or encumbrances, and we will be required to indemnify the Mexican government for damages to these assets, except for those caused by normal wear and tear.

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Our corporate headquarters are located in Mexico City, and total 742.64 square meters. We also rent two warehouses totaling 128 square meters located in Mexico City for storage. We maintain comprehensive insurance coverage that covers the principal assets of our airports and other property, subject to customary limits, against damage due to natural disasters, accidents or similar events. We do not maintain business interruption insurance.

Item 4A. Unresolved Staff Comments

None.

Item 5. Operating and Financial Review and Prospects

The following discussion should be read in conjunction with, and is entirely qualified by reference to, our consolidated financial statements and the notes to those financial statements. It does not include all of the information included in our consolidated financial statements. You should read our consolidated financial statements to gain a better understanding of our business and our historical results of operations.

Our financial statements were prepared in accordance with Mexican Financial Reporting Standards, or FRS , which differs in certain significant respects from accounting principles generally accepted in the United States of America, or U.S. GAAP. Note 18 to our financial statements provides a description of the principal differences between Mexican FRS and U.S. GAAP as they relate to us. See Differences between Mexican FRS and U.S. GAAP.

Overview

We operate nine airports in the southeastern region of Mexico under concessions granted by the Mexican government. The substantial majority of our revenues are derived from providing aeronautical services, which are generally related to the use of our airport facilities by airlines and passengers. For example, in 2006, 2007 and 2008, approximately 70.9%, 67.9% and 66.3%, respectively, of our total revenues were derived from aeronautical services. Changes in our revenues from aeronautical services are principally driven by passenger and cargo volume at our airports. Our revenues from aeronautical services are also affected by the maximum rates we are allowed to charge under the price regulation system established by the Ministry of Communications and Transportation. The system of price regulation that applies to our aeronautical revenues allows us to charge up to a maximum rate for each unit of traffic volume (which is measured in workload units) at each airport. Thus, increases in aeronautical services, such as passenger and cargo volume, and therefore the number of workload units that we handle, tend to generate greater revenues.

We also derive revenue from non-aeronautical activities, principally related to the commercial services offered at our airports, such as the leasing of space to restaurants, retailers and service providers. Revenues from non-aeronautical activities are not subject to the system of price regulation established by the Ministry of Communications and Transportation. Thus, our non-aeronautical revenues are primarily affected by the mix of commercial services offered at our airports, the contracts that we have with the providers of those commercial services and our ability to increase the rates we charge to those service providers, and to a somewhat lesser extent, passenger volume at our airports. While we expect that aeronautical revenues will continue to represent a substantial majority of our future total revenues, growth of our revenues from commercial activities has exceeded, and we expect will continue to exceed, the growth rate of our aeronautical revenues.

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Recent Developments

Influenza H1N1

Mexico has reported an outbreak of Influenza A/H1N1. On March 18, 2009, the Mexican government reported its first cases of Influenza A/H1N1. This case occurred in the state of Veracruz, which is served by our airports in Minatitlán and Veracruz. By April 24, 2009, the World Health Organization reported that 59 people in Mexico had died as a result of the Influenza A/H1N1, with at least 795 additional reported cases. On April 25, the Mexican government declared a state of emergency, closing schools and giving the government various powers to contain the epidemic. Using these powers, the government cancelled nearly all public events and closed most museums and tourist attractions from April 24 to May 5, 2009. As of May 25, 2009, 83 deaths resulting from, and a total of 4,541 cases of, Influenza A/H1N1 were reported in Mexico according to the Mexican Ministry of Health.

On April 27, 2009, the health commissioner of the European Union, as well as the governments of the United States, Great Britain and France urged travelers to avoid non-essential travel to Mexico, and the British government urged citizens then in Mexico to consider leaving. All of these advisories had been lifted as of May 20, 2009. In addition, Argentina, Cuba, Ecuador and Peru imposed restrictions or bans on flights to and from Mexico; all had lifted their restrictions as of June 1, 2009. A number of other countries and businesses have imposed restrictions on travelers departing to or arriving from Mexico, and on products and cargo originating in Mexico. During the last week of April and the first week of May 2009, international and domestic passenger traffic levels declined by 31.7% and 39.9%, respectively, when compared to the last week of April and the first week of May 2008. Although we are unable to determine the full effect of the Influenza A/H1N1 outbreak on travel to our airports thus far, we expect that it will result in substantial declines in revenues from domestic and international passengers as well as cargo traffic until the public perceives that the outbreak has abated and travel restrictions have been lifted.

Economic Downturn

The U.S. and Mexican economies are currently in a recession. In the third and fourth quarters of 2008, according to the U.S. Bureau of Economic Analysis, the U.S. gross domestic product decreased at annualized rates of 0.5% and 6.2%, respectively, and in the first quarter of 2009, continued to decline by 5.7%. Likewise, according to the Mexican National Statistical, Geographic and Information Institute (INEGI), the Mexican gross domestic product decreased at an annualized rate of 1.6% during the fourth quarter of 2008, and an additional 8.2% in the first quarter of 2009. The air travel industry, and as a result, our results of operations, are substantially influenced by economic conditions in Mexico and the United States. In 2008, approximately 64.4% of the international passengers in our airports arrived or departed on flights originating in or departing to the United States and approximately 36.8% of our revenues in 2008 were derived from passengers charges impose on passengers departing from or arriving in the United States. Similarly, in 2008, approximately 43.6% of our passengers traveled on domestic flights, and approximately 18.6% of our revenues in 2008 were derived from domestic passenger charges.

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We believe that the U.S. and Mexican recessions have affected our results of operations differently. Many of the passengers traveling through our airports to or from the United States are traveling to vacation destinations such as Cancún, Cozumel or the Mayan Riviera. For many U.S. travelers, we believe these destinations are more economical than similar destinations in Florida or the Caribbean. As a result, we believe that passenger traffic to and from the United States may have benefited from a substitution effect, whereby some of the passengers who are deferring or eliminating travel because of economic conditions are replaced by passengers who choose to travel to destinations served by our airports instead of other, less economical destinations. However, we cannot predict how economic conditions in the United States may develop in the future or how these conditions will affect tourism and travel decisions. In addition, whether destinations served by our airports will be viewed as adequate substitutes for other tourist destinations depends on a number of factors, including the perceived attractiveness, affordability and accessibility of Cancún, Cozumel and the Mayan Riviera as desirable vacation destinations. We are unable to control many of these factors and therefore we cannot assure you that this substitution effect will continue to occur or that it will adequately compensate for lower levels of overall air traffic.

In Mexico, the recession has resulted in an overall decrease in levels of domestic passenger traffic. Although domestic passenger traffic increased by 11.8% during the first three quarters of 2008 (as compared to the first three quarters of 2007), domestic passenger traffic fell 6.6% in the fourth quarter (when compared to the fourth quarter of 2007). During the fourth quarter, domestic passenger traffic fell in all of our airports except for Huatulco, Oaxaca and Tapachula. Among Mexican leisure travelers, destinations served by our airports are generally not perceived as economical vacation destinations, and as a result, they have not benefited, and are unlikely to benefit in the future, from the substitution effect that we believe has occurred with respect to passengers traveling to and from the United States. In addition, a portion of our domestic passengers are business travelers, whose demand for travel has been adversely affected by the recession. In particular, the recession has affected passenger traffic levels to and from Toluca International Airport, which is located near Mexico City, and which largely served by low-cost airlines that cater to domestic leisure travels, which we believe tend to be sensitive to both changes in the cost of air travel and economic conditions. Approximately 14.9% of passengers traveling through our airports in the first quarter of 2008 departed or arrived from Toluca, compared with 7.5% of passengers traveling through our airports in the first quarter of 2009. We expect that domestic passenger traffic levels will remain flat or continue to decrease until economic conditions improve in Mexico.

Depreciation in the Peso

From September 30, 2008 to March 31, 2009, the peso depreciated by approximately 29.4%, from 10.9814 pesos per U.S. dollar on September 30, 2008 to 14.2100 pesos per U.S. dollar on March 31, 2009. International passengers and international flights pay tariffs denominated in U.S. dollars. However, these tariffs are generally collected in Mexican pesos 60- 115 days following the date of each flight, and our maximum rates are set in pesos. Therefore, a significant depreciation of the peso as compared to the dollar during this 60-115 day period could result in us exceeding our maximum rates, which would be a violation of our concession. We set our dollar-denominated tariffs so as to avoid exceeding our maximum rates, and so far, the depreciation in the peso has not caused us to exceed our maximum rates or required us to issue rebates to avoid exceeding our maximum rates. However, we cannot assure you that the peso will not depreciate more rapidly, or that we will be able to successfully continue to set our rates so as to avoid exceeding our maximum rates.

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The depreciation in the peso has also had a positive effect on our revenues from commercial operations. Many of our contracts with commercial services providers are denominated in U.S. dollars, but are collected or converted into Mexican pesos. Therefore, depreciation in the peso as against the dollar results in us collecting more pesos for dollar-denominated contracts than before the depreciation. This effect, combined with the fact that our peso-denominated cost of services has not increased at the same rate as the depreciation of the peso, has resulted in an increase in our commercial revenues. If the peso were to appreciate as against the dollar, however, we would collect fewer pesos in connection with dollar-denominated contracts, which would result in lower commercial revenues. In addition, although most of our operating costs are denominated in pesos, we cannot predict whether our cost of services will increase as a result of the depreciation of the peso or as a result of other factors.

Master Development Plans and Maximum Rates

The Ministry of Communications and Transportation approved new five-year master development plans and maximum rates for each of our airports on March 31, 2009. The master development plans for each airport provide for committed investments at that airport for each calendar year through 2013, and indicative investments at that airport for each calendar year from 2014 through 2023. In addition, in connection with the approval of our master development plan, the Ministry of Communications and Transportation also approved the maximum rates we are allowed to charge per workload unit (which is equal to one terminal passenger or 100 kilograms (220 pounds) of cargo) for regulated services. For more details on the newly approved master development plans and maximum rates, see Master Development Plans and Price Regulation Current Maximum Rates in Item 4. Information on the Company Regulatory Framework.

Opening of Terminal 3 at Cancún Airport

On May 18, 2007, we began operations in the new Terminal 3 at Cancún Airport. With a total investment of approximately U.S.$100 million, Terminal 3 constitutes our most ambitious investment project to-date. Terminal 3 doubled international passenger capacity at Cancún Airport. The new building, measuring a total area of 42,000 square meters (approximately 452,084 square feet), has capacity for 84 check-in counters and 11 boarding gates with boarding bridges, as well as four remote boarding gates served by buses. The terminal features state-of-the-art passenger information systems and security equipment, including the first CT scanning system (a system that uses x-rays to form a three-dimensional model of the contents of a piece of luggage) in Mexico for all checked baggage. The terminal has 22 retail stores and a bank branch. While our investment in Terminal 3 has had a positive impact on our revenues to date as a result of the increased space, which has allowed an increase in the number of retail stores that serve the airport, our cost of services have also increased as a result.

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Mayan Riviera Airport Bidding Process

We understand that the Mexican government, acting through the Ministry of Communications and Transportation, is expected to use a public bidding process for the award of the concession for the construction, operation and management of an international airport in the Mayan Rivera in the state of Quintana Roo. This airport would be approximately 120 kilometers from our airport in Cancún and could adversely affect passenger traffic there. The bidding process is currently expected to take place during the second half of 2009. We have no further details regarding the expected public bidding process, including the timing or other terms, at this time. We are interested in participating in this bidding process, although there can be no assurance that we will be permitted to do so, or that we would be the winning bidder.

Mayan Riviera Convention and Exhibition Center and Light Rail

In May 2007, we announced that we would finance preliminary feasibility studies for a convention and exhibition center and light rail system in the Mayan Riviera. We intend to be a minority investor, with the majority of the investment undertaken by local investors. Although we have financed the preliminary feasibility studies, we have not made any other commitments with respect to these projects, and there can be no assurance that we will continue pursuing them.

New Runway 2 at Cancún Airport

We began construction on a second runway at Cancún Airport in 2007, which we expect to complete in the fourth quarter of 2009.

Huatulco Development Project

In October 2008, we purchased 130 hectares of land on the bay of Huatulco from the National Tourism Fund, or FONATUR, for Ps. 286.3 million. We won the right to purchase the land through a public bidding process that was part of a program launched by the Mexican Government to accelerate the development of Huatulco as a flagship city for Mexican tourism. Pursuant to the terms of the purchase agreement, we are required to construct at least 450, and no more than 1,300 hotel rooms. For more information on the Huatulco development, please see Item 4. Information on the Company Business Overview Other Properties.

AVIACSA Operations Suspended

On June 1, 2009, the Ministry of Communications and Transportation ordered Consorcio AVIAXSA, S.A. de C.V., the operator of AVIACSA, to suspend all operations due to irregularities that could put the security of its passengers and cargo at risk. In 2008, AVIACSA represented approximately 3.2% of our revenues. On June 5, 2009, a federal judge lifted the suspension of AVIACSA s operations; however, the Ministry of Communications and Transportation has stated that it will appeal this decision.

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Passenger Traffic Volume and Composition

Our principal source of revenues is passenger charges collected from airlines for each passenger departing from the airport terminals we operate (excluding diplomats, infants and transfer and transit passengers). In 2006, 2007 and 2008, passenger charges represented 76.9%, 76.7% and 77.7% of our aeronautical services revenues and 54.6%, 52.0% and 51.5% respectively, of our consolidated revenues. Accordingly, that the main factor affecting our results of operations is the number of passengers using our airports.

While in recent years, the traffic volume of domestic passengers in our airports has increased more rapidly than the traffic volume of international passengers, domestic traffic grew more slowly than international traffic in 2008. In 2006 and 2007, for example, the percentage of international passengers using our airports decreased from 58.2% to 55.8%, and the percentage of domestic passengers using our airports increased from 41.8% to 44.2%. However, this trend was reversed in 2008, when the percentage of international passengers increased to 56.8% and the percentage of domestic passengers declined to 43.2%. During 2006, 2007 and 2008, 35.1%, 32.8% and 33.0% of our total revenues were derived from passenger charges collected from international passengers. The previous increase in domestic passenger traffic was the result of the growth of domestic travel in Mexico, principally due to the emergence of new services from low-cost airlines. However, because of deteriorating economic conditions in Mexico, domestic travel, and correspondingly, domestic passenger traffic decreased in 2008.

Of our passengers traveling internationally, a majority has historically traveled on flights to or from the United States. In 2006, 2007 and 2008, for example, approximately 38.5%, 37.2% and 36.8% of the total passengers and approximately 65.8%, 66.0% and 64.4% respectively, of the international passengers in our airports arrived or departed on flights originating in or departing to the United States. As a consequence, our results of operations are substantially influenced by U.S. economic and other conditions, particularly trends and events affecting leisure travel and consumer spending. In addition, of our passengers traveling domestically, a majority has typically traveled on flights to or from Mexico City. In 2006, 2007 and 2008, for example, approximately 76.5%, 66.9% and 63.2%, respectively, of the domestic passengers in our airports arrived or departed on flights originating in or departing to Mexico City. The decreasing percentage of domestic passengers traveling from or to Mexico City reflects the increase in new services from low-cost airlines at a wide range of airports, including Toluca, which has emerged as an alternative point of departure for the Mexico City area. Many factors affecting our passenger traffic volume and the mix of passenger traffic in our airports are beyond our control.

Classification of Revenues and Price Regulation

For financial reporting purposes, we classify our revenues into two categories: revenues from aeronautical services and revenues from non-aeronautical services. Our revenues from aeronautical services are derived from passenger charges, landing charges, aircraft parking charges, charges for airport security services and for the use of passenger walkways. Our revenues from non-aeronautical services are associated with the leasing of space in our airports to airlines, retailers and other commercial tenants, access fees collected from third parties providing complementary services at our airports and related miscellaneous sources.

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Revenues from our airports are subject to a dual-till price regulation system. Under this system, a substantial portion of our revenues, such as revenues from passenger charges, landing charges, aircraft parking charges and access fees from third parties providing services at our airports, are regulated. Based on our classification of revenues for financial reporting purposes, all of our revenues from aeronautical services and certain of our revenues from non-aeronautical services, such as access fees charged to third parties providing complementary services in our airports, are regulated by the Ministry of Communications and Transportation. The system of price regulation applicable to our airports establishes an annual maximum rate in pesos for each airport, which is the maximum annual amount of revenues per workload unit (equal to one passenger or 100 kilograms (220 pounds) of cargo) that we may earn at that airport from regulated services. The maximum rates for our airports have been determined for each year through December 31, 2013. See Recent Developments Master Development Plans and Maximum Rates . In 2006, 2007 and 2008, approximately 74.7%, 71.5%, and 69.8% respectively, of our total revenues and approximately 12.9%, 11.3%, and 10.2% respectively, of our revenues from non-aeronautical services were earned from regulated sources of revenues. Revenues associated with leased space in our terminals (other than space leased to airlines and other space deemed essential to our airports by the Ministry of Communications and Transportation) are currently not regulated under the price regulation system established by the Ministry of Communications and Transportation.

The following table sets forth our revenues for the years ended December 31, 2006, 2007 and 2008, based on the categories of services established under the Mexican Airport Law.

	Year ended December 31,					
	2006		2007		2008	
	(millions of constant pesos as of December 31, 2007, except percentages)				(thousands of nominal pesos)	
	Amount	**Percent**	**Amount**	**Percent**	**Amount**	**Percent**
Regulated Revenues:						
Airport Services[(1)]	1,734.4	74.7%	1,991.7	71.5%	2,211.2	69.8%
Non-regulated Revenues:						
Access fees from non-permanent ground transportation	9.0	0.4%	12.1	0.4%	14.7	0.5%
Car parking and related access fees	39.1	1.7%	47.6	1.7%	48.4	1.5%
Other fees	2.4	0.1%	4.2	0.2%	3.2	0.1%
Complementary Services[(1)]	0	0.0%	0	0.0%	0	0.0%
Commercial Services	513.1	22.1%	684.8	24.6%	841.0	26.5%
Other Services	24.9	1.0%	45.6	1.6%	50.2	1.6%
Total	**2,323.1**	**100.0%**	**2,785.9**	**100.0%**	**3,168.7**	**100.0%**

(1) Includes access fees charged to third parties providing complementary services in our airports, which are classified as

non-aeronautical revenues for financial reporting purposes.

Aeronautical Revenue

The system of price regulation applicable to our aeronautical revenues establishes a maximum rate in pesos for each airport for each year in a five-year period, which is the maximum annual amount of revenue per workload unit (equal to one terminal passenger or 100 kilograms (220 pounds) of cargo) that we may earn at that airport from aeronautical services. The maximum rates for our airports have been determined for each year through December 31, 2013. See Recent Developments Master Development Plans and Maximum Rates .

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The following table sets forth our revenue from aeronautical services for the years indicated.

Aeronautical Revenue

	Year ended December 31,					
	2006		2007		2008	
	(millions of constant pesos as of December 31, 2007, except percentages and workload unit data)				(millions of nominal pesos)	
	Amount	Percent	Amount	Percent	Amount	Percent
Aeronautical Revenue:						
Passenger charges	1,267.6	76.9%	1,449.8	76.7%	1,633.2	77.7%
Landing charges	122.0	7.4%	133.9	7.1%	140.5	6.7%
Aircraft parking charges	203.2	12.3%	248.3	13.1%	264.9	12.6%
Airport security charges	23.6	1.5%	26.8	1.4%	29.4	1.4%
Passenger walkway charges	31.2	1.9%	32.2	1.7%	33.9	1.6%
Total Aeronautical Revenue	**1,647.6**	**100.0%**	**1,891.0**	**100.0%**	**2,101.9**	**100.0%**
Other Information:						
Total workload units[(1)]	14.3		16.7		18.2	
Total aeronautical revenue per workload unit	115.2		113.2		115.5	
Change in aeronautical revenue	4.5%		14.8%		11.2%	
Change in total aeronautical revenues per workload unit[(2)]	0.8%		(1.7%)		2.0%	

(1) In millions. Under the regulation applicable to our aeronautical revenues, a workload unit is equivalent to one terminal passenger or 100 kilograms (220 pounds) of cargo.

(2) In each case, as compared to previous year.

Under the regulatory system applicable to our aeronautical revenues, we can set the specific price for each category of aeronautical services every six months (or more frequently if accumulated inflation since the last adjustment exceeds

5%), as long as the total aeronautical revenue per workload unit each year at each of our airports does not exceed the maximum rate at that airport for that year. The specific prices we charge for regulated services are based on various factors, including projections of passenger traffic volumes, capital expenditures estimated in our master development programs, the Mexican producer price index (excluding petroleum) and the value of the peso relative to the U.S. dollar. We currently set the specific price for each category of aeronautical services after negotiating with our principal airline customers. Our current agreements with principal airline customers were scheduled to expire on December 31, 2008, but most of them (contracts accounting for 53% of our total passenger traffic) have already been extended beyond this date. The remaining airlines continue to operate under their prior agreements, and we are continuing to negotiate extensions with them. Under these agreements, our specific prices are structured such that the substantial majority of our aeronautical revenues are derived from passenger charges, and we expect this to continue to be the case in future agreements. In 2006, 2007 and 2008, passenger charges represented 76.9%, 76.7% and 77.7% of our aeronautical service revenues and 54.6%, 52.0% and 51.5% respectively, of our consolidated revenues.

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Historically, we have set our prices for regulated services at our airports as close as possible to the maximum rates allowed in any given year, and we expect to pursue this pricing strategy in the future. There can be no assurance that we will be able to collect most of the revenue we are entitled to earn from services subject to price regulation in the future.

As noted above, our regulated revenues at each airport are subject to a maximum rate established by the Ministry of Communications and Transportation. To avoid exceeding the maximum rate established at an airport for any given year, we have historically taken measures to ensure that the maximum rates are not exceeded at year end, including reducing prices during the latter part of the year and issuing rebates or discounts to customers as price adjustments. These price adjustments or rebates constitute a reduction of the selling prices (i.e., the amounts originally billed to customers for services rendered), and therefore, are characterized as a reduction of the related revenues recognized during the year, both for Mexican FRS and U.S. GAAP purposes. All discounts and rebates are issued and recorded in the same year as the service is provided. In 2006, 2007 and 2008, we did not issue rebates in significant amounts.

The following table sets forth the number of passengers paying passenger charges for the years indicated.

Passengers Paying Passenger Charges

	Year ended December 31,				
Airport	**2006**	**2007**	**% change 2006-2007**	**2008**	**% change 2007-2008**
	(in thousands, except percentages)				
Cancún	4,820.2	5,630.9	16.8%	6,276.4	11.5%
Mérida	490.0	623.1	27.2%	627.8	0.8%
Cozumel[(1)]	182.3	253.9	39.3%	261.0	2.8%
Villahermosa	359.7	426.9	18.7%	479.6	12.3%
Other	977.2	1,137.6	16.4%	1,176.8	3.4%
Total	**6,829.4**	**8,072.4**	**18.2%**	**8,821.6**	**9.3%**

(1) The decrease in 2006 reflected the decrease in passenger volume due to Hurricane Wilma, which recovered strongly in 2007.

We earn passenger charges from each departing passenger at our airports, other than transit passengers, diplomats and infants.

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Non-Aeronautical Revenue

Our revenues from non-aeronautical services are principally derived from commercial activities, such as leasing of space in our airports to airlines, leasing of space to, and collection of royalties from, third parties operating stores and providing commercial services at our airports and access fees charged to operators of automobile parking facilities and providers of complementary services, and non-commercial activities, such as leasing of space essential for the operation of airlines and access fees from non-permanent ground transportation and complementary service providers, including providers of ramp and handling services, catering, maintenance services and repair and related activities that support air carriers. Most of our revenues from non-aeronautical services are not subject to price regulation under our dual-till price regulation system.

The following table sets forth our revenue from non-aeronautical activities for the years indicated.

Non-aeronautical Revenue

	Year ended December 31,					
	2006		2007		2008	
	(millions of constant pesos as of December 31, 2007, except percentages and passenger data)				(millions of nominal pesos)	
	Amount	**Percent**	**Amount**	**Percent**	**Amount**	**Percent**
Non-aeronautical Services:						
Commercial	522.2	77.3%	687.4	76.8%	841.2	78.9%
Leasing of space	511.9	75.8%	673.3	75.2%	824.8	77.3%
Access fee	9.0	1.3%	12.1	1.4%	14.7	1.4%
Other	1.3	0.2%	2.0	0.2%	1.7	0.2%
Non Commercial	153.3	22.7%	207.5	23.2%	225.6	21.1%
Leasing of space	53.6	7.9%	58.1	6.5%	61.8	5.8%
Access fee	64.8	9.6%	79.7	8.9%	82.6	7.7%
Other	34.9	5.2%	69.7	7.8%	81.2	7.6%
Total Non-aeronautical Revenue	**675.5**	**100.0%**	**894.9**	**100.0%**	**1,066.8**	**100.0%**
Other Information:						
Total terminal passengers[1]	13.8		16.2		17.8	
Non-aeronautical revenue per terminal passenger[3]	Ps. 48.9		Ps. 55.2		Ps. 59.9	
Change in non-aeronautical revenue	3.8%		32.5%		19.2%	
Change in total non-aeronautical revenue per terminal passenger[2]	0.02%		12.9%		8.5%	

(1) In millions.

(2) In each case, as compared to

previous year.

(3) Revenue per passenger amounts are expressed in pesos (not millions of pesos).

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Operating Costs

The following table sets forth our operating costs and certain other related information for the years indicated.

Operating Costs

	Year ended December 31,				
	2006	2007		2008	
	(millions of constant pesos as of December 31, 2007, except percentages and workload data)			(millions of nominal pesos)	
	Amount	Amount	% change	Amount	% change
Operating Costs:					
Cost of services:					
Employee costs	222.3	239.6	7.8%	276.6	15.4%
Maintenance	107.1	118.3	10.5%	146.1	23.5%
Safety, security and insurance	98.5	107.4	9.0%	111.3	3.6%
Utilities	62.8	79.1	26.0%	98.0	23.9%
Other	174.6	199.2	14.1%	178.1	(10.6%)
Total cost of services	665.3	743.6	11.8%	810.1	8.9%
General and administrative expenses	101.2	104.0	2.8%	114.2	9.8%
Technical assistance fee	73.7	91.9	24.7%	104.5	13.7%
Government concession fee	116.0	139.3	20.0%	154.8	11.1%
Depreciation and amortization:					
Depreciation[1]	231.8	288.0	24.2%	379.2	31.7%
Amortization[2]	274.3	252.8	(7.8%)	222.3	(12.1%)
Total depreciation and amortization	506.1	540.8	6.9%	601.5	11.2%
Total operating costs	**1,462.3**	**1,619.6**	**10.8%**	**1,785.1**	**10.2%**
Other Information:					
Total workload units[3]	14,252.9	16,654.2	16.8%	18,208.4	9.3%
Cost of services per workload unit[5]	Ps. 46.7	Ps. 44.6	(4.5%)	Ps. 44.5	(0.2%)
Cost of services margin[4]	28.6%	26.7%	(6.8%)	25.6%	(4.2%)

(1) Reflects depreciation of fixed assets.

(2) Reflects amortization of our concessions and recovered long-term leases (long-term third-party

leases granted by our predecessor to operate commercial areas in our airports).

(3) In thousands. Under the regulation applicable to our aeronautical revenues, a workload unit is equivalent to one terminal passenger or 100 kilograms (220 pounds) of cargo.

(4) Cost of services divided by total revenues, expressed as a percentage.

(5) Cost of services per workload unit are expressed in pesos (not millions of pesos).

Cost of Services

Our cost of services consists primarily of employee, maintenance, safety, security and insurance costs, as well as utilities (a portion of which we recover from our tenants) and other miscellaneous expenses.

Technical Assistance Fee and Government Concession Fee

Under a technical assistance agreement, Inversiones y Tecnicas Aeroportuarias S.A. de C.V. or ITA provides management and consulting services and transfers technical assistance, technological and industry knowledge, as well as experience to us for a fee. Our results of operations reflect the accrual of the technical assistance fee to ITA under the technical assistance agreement. The technical assistance fee is equal to the greater of a fixed dollar amount or 5% of our consolidated earnings before comprehensive financing costs, income taxes and depreciation and amortization (determined in accordance with Mexican FRS and calculated prior to deducting the technical assistance fee).

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We are subject to the Mexican Federal Duties Law, which requires each of our airports to pay a concession fee to the Mexican government, which is currently equal to 5% of the gross annual revenues (regulated and non-regulated) of each concession holder obtained from the use of public domain assets pursuant to the terms of its concession. The concession fee may vary on an annual basis as determined solely by the Mexican federal congress, and there can be no assurance that this fee may not increase in the future. If the Mexican federal congress increases the concession fee, we are entitled to request an increase in our maximum rates from the Ministry of Communications and Transportation; however, there can be no assurance that the Ministry of Communications and Transportation would honor our request.

Depreciation and Amortization

Our depreciation and amortization expenses primarily reflect the amortization of the investments realized in our nine concessions under our master development plans. Our current master development plans went into effect as of January 1, 2009 and expire December 31, 2013.

Taxation

Mexican companies were generally required to pay the greater of their income tax liability or their asset tax liability (determined at a rate of 1.25% of the average tax value of virtually all of their assets (including, in our case, our concessions), less the average tax value of certain liabilities (basically liabilities owed to Mexican residents excluding those with financial institutions or their intermediaries)). In December 2006, the Mexican authorities approved a change in the methodology used to calculated asset tax liabilities and reduced the tax rates to 1.25% from 1.8%, applicable to the average tax value of virtually all of the company s assets without reducing the average tax value of certain liabilities. In 2006 and 2007, we and our subsidiaries paid an aggregate of Ps. 125.9 million and Ps. 81.9 million, respectively, in asset taxes. As a result of changes in the Mexican tax law, the asset tax balance may be recovered through deductions over the following ten years of up to 10% each year of the total asset tax carry-forward at December 31, 2007, provided that this amount does not exceed the difference between the income tax paid in the year and the lowest amount of asset tax paid during each of the three previous years. The asset tax carry-forward may be adjusted for changes in the National Consumer Price Index (*Indice Nacional de Precios al Consumidor*, or NCPI). On October 1, 2007, a new flat rate business tax (*Impuesto Empresarial a Tasa Única*, or IETU) was approved by the Mexican government and became effective as of January 1, 2008. This law, which eliminated the asset tax and replaced it with the IETU as described below, applies to individuals and companies with permanent establishment in Mexico. Such individuals and companies are required to pay the greater of the IETU or the income tax. IETU is calculated by applying a tax rate of 16.5% in 2008, 17.0% in 2009 and 17.5% thereafter to an income determined based on cash flows. This income is determined by deducting authorized deductions (including wages, social security contributions and certain investment expenditures) from total income earned from taxable activities. IETU tax credits are deducted according to procedures established in the IETU tax law. With the exception of Aeropuerto de Cancún, S.A. de C.V. (Cancún Airport), we and all of our subsidiaries pay, and we expect will continue to pay IETU rather than income tax. Accordingly, in 2007, we had a net write-off of Ps. 150.0 million, representing the cumulative deferred income taxes of these subsidiaries. In addition, as of December 31, 2007, we recognized a deferred IETU tax liability of Ps. 706.6 million and deferred IETU tax asset of Ps. 217.4 million, corresponding to timing differences generated in the calculation of the IETU taxable base which are expected to occur in future periods in the following subsidiaries: Aeropuerto de Cozumel, S.A. de C. V., Aeropuerto de Mérida, S. A. de C. V., Aeropuerto de Oaxaca, S. A. de C. V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V. and Servicios Aeroportuarios del Sureste, S.A. de C.V. In 2008, these subsidiaries paid aggregate IETU of Ps. 75.9 million.

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Because our financial and tax projections indicate that our Cancún Airport subsidiary is expected to pay income tax in the future, and since we are required to amortize the Cancún Airport investments and concession over a longer period than the related amortization for tax purposes under Mexican FRS, we expect to continue recognizing a deferred income tax liability in our financial statements as a result of the difference between the amount of the Cancún Airport investments amortization for tax and financial reporting purposes.

Employee Statutory Profit Sharing

We are subject to the mandatory employee statutory profit sharing regime established by Mexican federal labor laws. Under this regime, 10% of a company s unconsolidated annual profits, as calculated for tax purposes, must be distributed among employees other than the chief executive officer. We were not required to pay employee statutory profit sharing in 2006, 2007 and 2008 because we generated tax losses in those years. We have nevertheless committed to pay each employee a minimum payment of Ps. 14,000 per year in lieu of statutory profit-sharing. On May 3, 2005, the Mexican Supreme Court ruled in a plenary session relating to four cases that net operating loss carry-forwards could not be deducted when calculating net taxable income for profit sharing liability purposes. In light of these decisions, we have decided not to include net operating loss carry-forwards in the calculation of our profit sharing liability.

Effects of Devaluation and Inflation

The following table sets forth, for the periods indicated:

- the percentage that the Mexican peso depreciated or appreciated against the U.S. dollar;
- the Mexican inflation rate;
- the U.S. inflation rate; and
- the percentage that the Mexican gross domestic product, or GDP, changed as compared to the previous period.

	Year ended December 31,		
	2006	**2007**	**2008**
Depreciation (appreciation) of the Mexican Peso as compared to the U.S. dollar[1]	1.7%	0.96%	26.7%
Mexican inflation rate[2]	4.1%	3.8%	6.5%
U.S. inflation rate[3]	2.5%	4.1%	0.1%
Increase in Mexican gross domestic product[4]	4.8%	3.3%	1.3%

(1) Based on changes in the rates for calculating foreign exchange liabilities, as reported by Banco de Mexico, the Mexican Central Bank, at the end of each period, which were as follows: Ps. 10.8116 per

U.S. dollar as of December 31, 2006, Ps. 10.9157 per U.S. dollar as of December 31, 2007 and Ps. 13.8325 per U.S. dollar as of December 31, 2008.

(2) Based on changes in the Mexican consumer price index from the previous period, as reported by the Banco de Mexico. The Mexican consumer price index at year end was: 121.0150 in 2006, 125.5640 in 2007 and 133.7610 in 2008.

(3) As reported by the U.S. Department of Labor, Bureau of Statistics.

(4) In real terms, as reported by the Mexican National Statistical, Geographic and Information Institute (INEGI) as of February 20, 2009.

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The general condition of the Mexican economy, changes in the value of the peso as compared to the dollar, inflation and high interest rates have in the past adversely affected, and may in the future adversely affect, our:

Depreciation and amortization expense. Until December 31, 2007, we restated our non-monetary assets to give effect to inflation. The restatement of these assets in periods of high inflation increased the carrying value of these assets in pesos, which in turn increased the related depreciation expense and risk of impairments. In 2008, we ceased recognizing the effects of inflation, and accordingly, the carrying value of the assets no longer increased; however, depreciation expense related to those restated assets was still being recognized during 2008. Our airport concessions are being amortized on a straight-line basis over the life of the concession.

Passenger charges. Passenger charges for international passengers are currently denominated in dollars, while passenger charges for domestic passengers are denominated in pesos. Therefore, our passenger charges, which are stated herein in pesos, will be affected by a depreciation or appreciation in the value of the peso as compared to the dollar.

Comprehensive financing result (cost). As required by Mexican FRS, our comprehensive financing cost reflects gains or losses from foreign exchange, gains or losses from monetary position (until January 1, 2008) and gains and losses from interest. As a result, it is impacted by both inflation and currency depreciation.

Maximum rates in pesos. Our tariffs for the services we provide to international flights or international passengers are denominated in U.S. dollars, but are generally paid in Mexican pesos based on the average exchange rate for the month prior to each flight. We generally collect passenger charges from airlines 60-115 days following the date of each flight. We intend to charge prices that are as close as possible to the maximum rates that we can charge. Since we are usually only entitled to adjust our specific prices once every six months (or earlier upon a cumulative increase of 5% in the Mexican producer price index, excluding petroleum), a depreciation of the peso as compared to the dollar, particularly late in the year, could cause us to exceed the maximum rates at one or more of our airports, possibly leading to the termination of one of our concessions. In the event that any one of our concessions is terminated, our other concessions may also be terminated. In addition, if the peso appreciates as compared to the dollar we may underestimate the specific prices we can charge for regulated services and be unable to adjust our prices upwards to maximize our regulated revenues.

Following the new Mexican FRS B-10, since the cumulative inflation in Mexico measured by the NCPI in the three-year period ended December 31, 2007 was below 26%, we ceased recognizing the effects of inflation in our financial statements for the fiscal year beginning January 1, 2008.

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Operating Results by Airport

The following table sets forth our results of operations for the periods indicated.

	Year Ended December 31,		
	2006	2007	2008
	Airport Operating Results		
	(millions of constant pesos as of December 31, 2007)		(millions of nominal pesos)
Cancún:			
Revenues:			
Aeronautical services	Ps. 1,210.0	Ps. 1,370.4	Ps. 1,551.8
Non-aeronautical services	547.1	737.7	891.5
Total revenues	1,757.1	2,108.1	2,443.3
Net operating income	840.9	667.3(1)	356.2
Mérida:			
Revenues:			
Aeronautical services	101.8	124.5	127.6
Non-aeronautical services	39.9	47.6	51.8
Total revenues	141.7	172.1	179.4
Net operating income	14.7	22.8(1)	2.5
Villahermosa:			
Revenues:			
Aeronautical Services	77.6	91.0	106.5
Non Aeronautical Services	23.0	27.5	33.4
Other		12.5	
Total revenues	100.6	131.0	139.9
Net operating income	17.0	42.7(1)	27.6
Other: (3)			
Revenues:			
Aeronautical services	258.2	305.1	316.0
Non-aeronautical services	65.5	69.6	90.2
Total revenues	323.7	374.7	406.1
Net operating (loss) income	(11.7)(2)	433.4(1)	997.4
Total:			
Revenues:			
Aeronautical services	1,647.6	1,891.0	2,101.9
Non-aeronautical services	675.5	894.9	1,066.8
Total revenues	2,323.1	2,785.9	3,168.7
Net operating income	860.9	1,166.2(1)	1,383.7

(1) Reflects the results of intercompany transactions between us and our subsidiaries and among our subsidiaries.

During the third quarter of 2007, we and our subsidiaries entered into an intercompany agreement that enables us to recognize results by considering our subsidiaries as one economic unit, and allows us to make corporate charges and credits to and from our subsidiaries for the purpose of establishing sufficient cash flow at each subsidiary to support such subsidiary s respective obligations. The implementation of this strategy affects operating income results reported by individual airports but does not affect our consolidated results.

(2) The loss in 2006 reflects the decrease in passenger volume due to Hurricane Wilma. Passenger volume recovered strongly in

2007.

(3) Reflects the results of operations of our parent holding company, our administrative services company, our airports located in Veracruz, Minatitlán, Oaxaca, Huatulco, Tapachula and Cozumel and consolidation adjustments.

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Summary Historical Results of Operations

The following table sets forth our consolidated results of operations for the periods indicated.

Consolidated Operating Results

	Year Ended December 31,		
	2006	**2007**	2008
	(thousands of constant pesos as of December 31, 2007)		(thousands of nominal pesos)
Revenues:			
Aeronautical services	Ps. 1,647,594	Ps. 1,890,950	Ps. 2,101,879
Non-aeronautical services	675,530	894,941	1,066,828
Total revenues	2,323,124	2,785,891	3,168,707
Operating Expenses:			
Cost of services	(665,275)	(743,642)	(810,101)
General and administrative expenses	(101,156)	(104,019)	(114,159)
Technical assistance fee[(1)]	(73,707)	(91,945)	(104,485)
Government Concession fee[(2)]	(116,007)	(139,294)	(154,752)
Depreciation and amortization	(506,124)	(540,821)	(601,513)
Total operating expenses	(1,462,269)	(1,619,721)	(1,785,010)
Net operating income	860,855	1,166,170	1,383,697
Comprehensive Financing Result :			
Interest income, net	103,322	106,482	137,454
Exchange (losses) gains, net	4,106	1,612	36,818
Loss from monetary position	(91,642)	(92,950)	0
Net comprehensive financing income	15,786	15,144	174,272
Non ordinary items[(3)]	(16,242)	(2,385)	(9,734)
Income before taxes	860,399	1,178,929	1,548,235
Provision for taxes	(312,432)	(656,568)	(498,766)
Net income	547,967	522,361	1,049,469
Other Operating Data (Unaudited):			
Operating margin[(4)]	37.1%	41.9%	43.7%
Net margin[(5)]	23.6%	18.8%	33.1%

(1) We are required to pay ITA a technical assistance fee based on the technical assistance agreement. This fee is described in Operating Costs Technical Assistance Fee and Government Concession Fee .

(2) Each of our subsidiary concession holders is required to pay a concession fee to the Mexican government under the Mexican Federal Duties Law. The concession fee is currently 5% of each concession holder s gross annual revenues from the use of public domain assets pursuant to the terms of its concession. This fee is described in Operating Costs Technical Assistance Fee and Government Concession Fee .

(3) Non-ordinary items refers to restructuring and contract termination fees and loss on natural disasters. On January 1, 2007, we adopted Mexican FRS B-3, *Statement of Income*, which incorporates, among other things, a new approach to classifying income and expenses as ordinary and

non-ordinary, eliminates special and extraordinary items and establishes employees profit sharing as an ordinary expense and not as tax. Accordingly, our financial statements for 2006 have also been reclassified to conform to the current year presentation. Such reclassifications consisted of 1) Ps. 16,242 reclassified from extraordinary items to non-ordinary items, and 2) Ps. 3,904 reclassified from provision for income taxes and employees statutory profit sharing to general and administrative expenses.

(4) Operating income divided by total revenues, expressed as a percentage.

(5) Net income divided by total revenues, expressed as a percentage.

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Results of operations for the year ended December 31, 2008 compared to the year ended December 31, 2007

Revenues

Total revenues for 2008 were Ps. 3,168.7 million, 13.7% higher than the Ps. 2,785.9 million recorded in 2007. The increase in total revenues resulted from an increases in revenues from aeronautical services and non-aeronautical services, as described below.

Our revenues from aeronautical services, net of rebates, increased 11.2% to Ps. 2,101.9 million in 2008 from Ps. 1,891.0 million in 2007, due primarily to the 9.3% increase in passenger volume. Revenues from passenger charges increased 12.7% to Ps. 1,633.2 million in 2008 (77.7% of our aeronautical revenues during the period) from Ps. 1,449.8 million in 2007 (76.7% of our aeronautical revenues during the period). Aeronautical revenues per workload unit increased 2.0% from 113.2 in 2007 to 115.5 in 2008, principally because of the relative increase of international passenger traffic versus domestic passenger traffic and the relatively higher rates charged for international traffic.

Revenues from non-aeronautical services increased 19.2% to Ps. 1,066.8 million in 2008 from Ps. 894.9 million in 2007, principally due to increased passenger traffic and the opening of Terminal 3 in May 2007, which, when combined with other factors, led to a 35.0% increase in revenues from duty-free shops, a 10.2% increase in food and beverage revenues, a 23.5% increase in revenues from retail stores and a 24.0% increase in other income, which consisted principally of revenue from tourism services and hotel reservations providers. Increases of 21.6% in advertising revenues, 1.8% in revenues from parking lots, 10.6% in revenues from car rental companies, 28.6% in revenues from banking and currency exchange services, 10.8% in revenues from teleservices, and 20.5% in revenues from ground transportation also contributed to the increase in revenues from non-aeronautical services.

Non-aeronautical revenue per terminal passenger increased 8.5%, from Ps. 55.2 per passenger in 2007 to Ps. 59.9 per passenger in 2008.

Our revenues from regulated sources in 2008 were Ps. 2,211.2 million, an 11.0% increase compared to Ps. 1,991.7 million in 2007, mainly due to the increase in total passenger traffic of 12.3%. During 2008, Ps. 957.5 million of our revenues derived from non-regulated sources, a 20.6% increase from the Ps. 794.1 million of revenues derived from non-regulated sources in 2007. This increase was primarily due to the 22.4% increase in commercial revenues described above, from Ps. 687.4 million in 2007 to Ps. 841.2 million in 2008.

Operating Expenses and Operating Income

Total operating expenses were Ps. 1,785.0 million in 2008, a 10.2% increase from the Ps. 1,619.7 million recorded in 2007, primarily as a result of an 8.9% increase in cost of services, a 11.2% increase in depreciation and amortization, a 13.6% increase in technical assistance fees, a 11.1% increase in our concession fee and a 9.7% increase in general and administrative expenses. As a percentage of total revenues, operating expenses decreased to 56.3% of total revenues in 2008 from 58.1% of total revenues in 2007.

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Cost of services increased 8.9% to Ps. 810.1 million in 2008 from Ps. 743.6 million in 2007. The increase was principally due to higher personnel costs related to our personnel reorganization, professional fees resulting from the operation of the checked baggage security system which was installed in 2008 and the opening of Terminal 3, which resulted in increases in energy costs, security costs, insurance premiums, and maintenance expenses. In recent years, our cost of services per workload unit has decreased, from Ps. 50.9 in 2007 to Ps. 50.8 in 2008.

General and administrative expenses increased 9.8% to Ps. 114.2 million in 2008 from Ps. 104.0 million in 2007. This increase was primarily attributable to increased personnel costs related to our personnel reorganization which occurred in the second quarter of 2008.

Technical assistance fees increased by 13.6% to Ps. 104.5 million in 2008 from Ps. 91.9 million in 2007, and concession fees increased by 11.1% to Ps. 154.8 million in 2008 from Ps. 139.3 million in 2007. The technical assistance fees increased in 2008 due to the corresponding increase in our consolidated earnings before comprehensive financing costs, income taxes, and depreciation and amortization, which is the basis used to determine the technical assistance fees. The increase in government concession fees was primarily the result of increased revenues.

Depreciation and amortization costs increased by 11.2% to Ps. 601.5 million in 2008 from Ps. 540.8 million in 2007. This increase was principally due to the depreciation of new investments in fixed assets and improvements made to concession assets.

Operating income increased 18.7% to Ps. 1,383.7 million in 2008 from Ps. 1,166.2 million in 2007. This increase in operating income was primarily a result of the 13.7% increase in revenues, which more than offset the increase in total operating expenses of 10.2%.

Operating income for Cancún Airport decreased by 46.6% to Ps. 356.2 million in 2008 from Ps. 667.3 million in 2007 primarily as a result of an intercompany agreement that we entered into in the third quarter of 2007 that enables us to recognize results by considering our subsidiaries as one economic unit, and allows us to make corporate charges and credits to and from our subsidiaries for the purpose of establishing sufficient cash flow at each subsidiary to support such subsidiary s respective obligations. Our eight other airports, our parent holding company and our administrative services company, on an aggregate basis, reported operating income of Ps. 1,027.5 million in 2008 compared to operating income of Ps. 498.9 million in 2007. During 2008, revenues in those eight airports, our parent holding company, and the administrative services company increased 51.7% and passenger traffic volume in the other eight airports increased 4.2%, respectively, from 2007. The increase in revenues largely resulted from the increase in non-aeronautical revenues.

Comprehensive Financing Result

Our net comprehensive financing result increased to income of Ps. 174.3 million in 2008 as compared to income of Ps. 15.1 million in 2007, primarily due to an increase in interest income in 2008, the elimination of losses from monetary position resulting from the fact that we are no longer required to adjust for inflationary effects in accordance with FRS B-10, and an increase in foreign exchange gains.

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Income Taxes, Asset Tax and deferred flat rate business tax

As a result of changes in Mexican tax law that took effect January 1, 2008, which established the IETU and eliminated the asset tax, pursuant to Mexican Financial Reporting Standards we reviewed our deferred assets and liabilities position. As a result of this review, we recognized a deferred IETU tax liability of Ps. 699.3 million and deferred IETU tax asset of Ps. 199.3 million corresponding to timing differences generated in the calculation of the IETU taxable base which are expected to occur in future periods in such subsidiaries. In addition, as a result of the personnel reorganization we undertook in 2008, we were not required to pay employee statutory profit-sharing in 2008, and therefore we cancelled our provision for deferred employee profit-sharing.

Net Income

Net income increased to Ps. 1,049.5 million in 2008 from Ps. 522.4 million in 2007. This was mainly the result of the decrease in our provision for income taxes because of the elimination of the Asset Tax and the corresponding reduction in our effective tax rate as discussed above in Taxation , the elimination of losses from monetary position resulting from the fact that we are no longer required to adjust for inflationary effects in accordance with FRS B-10, and the increase in revenues discussed above.

Results of operations for the year ended December 31, 2007 compared to the year ended December 31, 2006

Revenues

Total revenues for 2007 were Ps. 2,785.9 million, 19.9% higher than the Ps. 2,323.1 million recorded in 2006. The increase in total revenues resulted from an increases in revenues from aeronautical services and non-aeronautical services, as described below.

Our revenues from aeronautical services, net of rebates, increased 14.8% to Ps. 1,891.0 million in 2007 from Ps. 1,647.6 million in 2006, due primarily to the 17.8% increase in passenger volume. Revenues from passenger charges increased 14.4% to Ps. 1,449.8 million in 2007 (76.7% of our aeronautical revenues during the period) from Ps. 1,267.6 million in 2006 (76.9% of our aeronautical revenues during the period). Aeronautical revenues per workload unit decreased 1.7% from 115.2 in 2006 to 113.2 in 2007, principally because of the relative rise of domestic passenger traffic versus international passenger traffic and the relatively lower rates charged for domestic traffic.

Revenues from non-aeronautical services increased 32.5% to Ps. 894.9 million in 2007 from Ps. 675.5 million in 2006, principally due to increased passenger traffic and the opening of Terminal 3 in May 2007, which led to a 20.7% increase in revenues from duty-free shops, a 39.3% increase in food and beverage revenues, a 34.9% increase in revenues from retail stores and a 76.6% increase in other income, which consisted principally of the receipt of final payment for the lease of the Airshop restaurant at Terminal 2 of Cancún Airport and revenue from tourism services and hotel reservations providers. Increases of 66.4% in advertising revenues, 21.5% in revenues from parking lots, 25.3% in revenues from car rental companies, 9.2% in revenues from banking and currency exchange services, 2.8% in revenues from teleservices, and 33.0% in revenues from ground transportation also contributed to the increase in revenues from non-aeronautical services. Non-aeronautical revenue per terminal passenger increased 12.9%, from Ps.48.9 per passenger to Ps.55.2 per passenger. Our revenues from regulated sources in 2007 were Ps. 1,991.7 million, a 14.8% increase compared to Ps. 1,734.5 million in 2006, mainly due to the increase in total passenger traffic of 17.8%. During 2007, Ps. 794.1 million of our revenues derived from non-regulated sources, a 34.9% increase from the Ps. 588.7 million of revenues derived from non-regulated sources in 2006. This increase was primarily due to the 32.5% increase in commercial revenues described above.

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Operating Expenses and Operating Income

Total operating expenses were Ps. 1,619.7 million in 2007, a 10.8% increase from the Ps. 1,462.3 million recorded in 2006, primarily as a result of an 11.8% increase in cost of services, a 6.9% increase in depreciation and amortization, a 24.7% increase in technical assistance fees and a 20.1% increase in concession fee and a 2.8% increase in general and administrative expenses. As a percentage of total revenues, operating expenses decreased to 58.1% of total revenues in 2007 from 62.9% of total revenues in 2006.

Cost of services increased 11.8% to Ps. 743.6 million in 2007 from Ps. 665.3 million in 2006. The increase was principally due to higher personnel costs (particularly in information technology) associated with the implementation of internal accounting controls pursuant to the Sarbanes-Oxley Act of 2002, and the opening of Terminal 3, which resulted in increases in energy costs, security costs, insurance premiums, and maintenance expenses. In recent years, our cost of services per workload unit has decreased, from Ps. 53.8 in 2006 to Ps. 50.9 in 2007.

General and administrative expenses increased 2.8% to Ps. 104.0 million in 2007 from Ps. 101.2 million in 2006. This increase was primarily attributable to increased marketing costs related to our participation in tourism fairs during 2007 aimed at attracting new airline service to our airports.

Technical assistance fees increased by 24.7% to Ps. 91.9 million in 2007 from Ps. 73.7 million in 2006, and concession fees increased by 20.1% to Ps. 139.3 million in 2007 from Ps. 116.0 million in 2006. The technical assistance fees increased in 2007 due to the corresponding increase in our consolidated earnings before comprehensive financing costs, income taxes, and depreciation and amortization, which is the basis used to determine the technical assistance fees. The increase in government concession fees was primarily the result of increased revenues.

Depreciation and amortization costs increased by 6.9% to Ps. 540.8 million in 2007 from Ps. 506.1 million in 2006. This increase was principally due to the depreciation of investments in fixed assets and improvements made to concession assets.

Operating income increased 35.5% to Ps. 1,166.2 million in 2007 from Ps. 860.9 million in 2006. This increase in operating income was primarily a result of the 19.9% increase in revenues, which more than offset the increase in total operating expenses of 10.8%.

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Operating income for Cancún Airport decreased by 20.6% to Ps. 667.3 million in 2007 from Ps. 840.9 million in 2006 primarily as a result of an intercompany agreement that we entered into in the third quarter of 2007 that enables us to recognize results by considering our subsidiaries as one economic unit, and allows us to make corporate charges and credits to and from our subsidiaries for the purpose of establishing sufficient cash flow at each subsidiary to support such subsidiary s respective obligations. Our eight other airports, our parent holding company and our administrative services company, on an aggregate basis, reported operating income of Ps. 498.9 million in 2007 compared to operating income of Ps. 20 million in 2006. During 2007, revenues in those eight airports, our parent holding company, and the administrative services company increased 19.7% and passenger traffic volume in the other eight airports increased 20.9%, respectively, from 2006. The increase in revenues largely resulted from the increase in non-aeronautical revenues.

Comprehensive Financing Result

Our net comprehensive financing result decreased to income of Ps. 15.1 million in 2007 as compared to income of Ps. 15.8 million in 2006, primarily due to an increase in interest income in 2007, which was offset in part by a decrease in foreign exchange gains.

Income Taxes, Asset Tax and deferred flat rate business tax

As a result of changes in Mexican tax law that took effect January 1, 2008, which established the IETU and eliminated the asset tax, pursuant to Mexican Financial Reporting Standards we reviewed our deferred assets and liabilities position. As a result of this review, we had a net write-off of Ps. 150 million, representing the cumulative deferred income taxes of the subsidiaries that are expected to pay IETU in the future, and we recognized a deferred IETU tax liability of Ps. 706.6 million and deferred IETU tax asset of Ps. 217.4 million corresponding to timing differences generated in the calculation of the IETU taxable base which are expected to occur in future periods in such subsidiaries.

Net Income

Net income declined to Ps. 522.4 million in 2007 from Ps. 548.0 million in 2006. This was mainly the result of the increase in deferred fixed rate company taxes due to the tax reforms discussed above in Taxation .

Liquidity and Capital Resources

Sources of Liquidity

Historically, our operations, financing and investing activities have been funded through cash flow from operations. The cash flow generated from our operations has generally been used to cover operating expenses and capital expenditures, to make dividend payments and to increase our cash balances. In 2008, 2007 and 2006 we used Ps. 951.0 million, Ps. 231.0 million and Ps. 219.0 million, respectively, to pay dividends. At December 31, 2008, we had Ps. 1,734.0 million in cash and marketable securities. In 2008, we adopted FRS B-2, which requires us to present a statement of cash flows, which classifies cash receipts and payments according to whether they stem from operating, investing or financing activities, and which replaced the statement of changes in financial position. The results of our 2007 and 2006 operations, financing and investing activities continue to be presented as changes in financial position.

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Cash Flows

In 2008, we had Ps. 1,555.2 million in cash flow from operating activities. Cash flow used in financing activities was Ps. 951.3 million, as a result of payment of dividends of Ps. 600.0 million and Ps. 351.3 million of tax on dividends paid. Cash flow used in investing activities in 2008 was Ps. 796.1 million, principally for purchases of machinery, furniture, equipment, construction in progress related to the second runway at Cancún Airport, in each case pursuant to our master development plans, and the purchase of land for development in Huatulco.

In 2007, we generated Ps. 1,622.6 million in resources from operating activities. Our resources used in financing activities were Ps.320.1 million, as a result of payment of dividends of Ps. 231.2 million and Ps. 88.9 million of tax on dividends paid. Our resources used in investing activities in 2007 were Ps. 665.2 million for purchases of machinery, furniture, equipment and construction in progress related to the second runway at Cancún Airport.

In 2006, we generated Ps. 1,070.4 million in resources from operating activities. Our resources used in financing activities were Ps. 307.9 million, as a result of payment of dividends of Ps. 218.6 million and Ps. 89.3 million of tax on dividends paid, partially offset by recovered income tax on dividends paid in previous years. Our resources used in investing activities in 2006 were Ps. 1,129.9 million for the construction of the Terminal 3 building at Cancún Airport, which began operations on May 18, 2007.

Indebtedness

As of December 31, 2008 and 2007, we had no material outstanding indebtedness. In May 2009, Aeropuerto de Cancún, S.A. de C.V., our subsidiary that operates the Cancún airport, executed three term credit facilities, consisting of a Ps. 250 million three-year term credit facility from each of IXE Banco, Banco Santander and BBVA Bancomer. The facilities each have 11 equal amortizations of principal, are denominated in pesos, and charge interest at a rate based on the *Tasa de Interes Intercambiaria de Equilibria*, or Interbank Equilibrium Interest Rate (TIIE) plus 1.75% to 2.00%. Each of these facilities may be used for general corporate purposes, and we expect to use them to fund capital expenditures related to our master development plans. We have guaranteed our subsidiary s obligations under each of these facilities. As of May 31, 2009, Ps. 600 million had been disbursed under these facilities.

Some of these credit facilities require us and our subsidiary to maintain a liquidity ratio of at least 1.25 to 1.00, an interest coverage ratio of at least 5.00 to 1.00, a ratio of liabilities to stated capital of no greater than 0.75 to 1.00, and a ratio of earnings before income, taxes, depreciation and amortization to debt of at least 2.00 to 1.00, or incur more than Ps. 500 million of additional debt. If we fail to comply with these and other covenants, certain facilities restrict our ability to pay dividends to our shareholders.

Capital Expenditures

Under the terms of our concessions, every five years our subsidiary concession holders must present a master development plan to the Ministry of Communications and Transportation for approval. Each master development plan includes concession holders investment commitments for the succeeding five-year period, including capital expenditures and improvements. Once approved by the Ministry of Communications and Transportation, these commitments become binding obligations under the terms of our concessions.

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On March 31, 2009, the Ministry of Communications and Transportation approved each of our master development plans. The current terms of the master development plans went into effect as of January 1, 2009 and will be in effect until December 31, 2013.

The following table sets forth our historical investments in the periods indicated.

Capital Expenditures

Year ended December 31,	**(thousands of pesos)**
2006	1,129,915(1)
2007	665,160(1)
2008	935,772(2)

(1) Expressed in constant pesos as of December 31, 2008.

(2) Expressed in nominal pesos.

Although we currently intend to fund the investments and working capital required by our business strategy through cash flow from operations, we may incur debt to finance all or a portion of these investments in the future.

Critical Accounting Policies

The preparation of our financial statements requires that we make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements and the reported amounts of revenue and expenses generated during the reporting period. There can be no assurance that actual results will not differ from those estimates and assumptions. The impact and any associated risks related to such policies on our business operations are addressed where such policies affect our reported and expected financial results throughout our discussion of our results of operations. Critical accounting policies are defined as those that are both important to the portrayal of our financial condition and results of operations and which require us to exercise significant judgment. Our most critical accounting policies are described briefly below. For a detailed discussion of the application of these and other accounting policies, see Notes 2 and 18 of our financial statements.

Revenue Recognition

Revenues are obtained from aeronautical services, which generally relate to the use of airport infrastructure by air carriers and passengers, and from non-aeronautical services.

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Aeronautical services revenues consist of passenger charges for departing passengers (excluding diplomats, infants, and transfer and transit passengers), landing charges based on the average between aircraft s maximum takeoff weight and the zero-fuel weight and hour of arrival, aircraft parking charges based on the time an aircraft is on the ground and hour of arrival, passenger walkway charges for the connection of aircraft to terminals, based on hour of arrival, and airport security charges for departing passengers. Aeronautical services revenue is recognized as passengers depart, at the time of landings and as services are provided, as the case may be.

Non-aeronautical service revenues consist primarily of the leasing of space in airport terminals, access fees from third parties providing handling, catering and other services at the airports and miscellaneous other revenues.

Rental income is recognized on terminal space that is leased through operating leases. Such leases stipulate either: fixed monthly rental fees or fees based on the greater of a minimum monthly rental fee and a specified percentage of the lessee s monthly revenues or the number of departing passengers. Access fees and other service revenues are recognized as services are provided. All amounts are calculated and recognized on a monthly basis.

Under the Airport Law and its regulations, our revenues are classified as Airport Services, Complementary Services or Commercial Services. Airport Services consist primarily of the use of runways, taxiways and aprons for landings and departures, aircraft parking, the use of passenger walkways, security services, hangars, automobile parking facilities as well as the general use of terminal space and other infrastructure by aircraft, passengers and cargo, including the lease of space essential for the operation of airlines and complementary service providers. Complementary Services consist primarily of ramp and handling services, catering, maintenance and repair, as well as related activities to support air carriers. Revenues from access fees charged to third parties providing complementary services are classified as Airport Services. Commercial Services consist of services that are not considered essential to the operation of an airport, such as the lease of space to retailers, restaurants and banks.

Allowance for Doubtful Accounts

We perform ongoing credit evaluations of our customers and adjust credit limits based upon the customer s payment history and current creditworthiness. We continuously monitor collections and payments from our customers and maintain a provision for estimated credit losses based upon our historical experience and any specific customer collection issues that we have identified. Even though these credit losses have historically been within our expectations and we have an established allowance to provide for losses, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past. Since our accounts receivable are concentrated in the hands of a few large customers, a significant change in the liquidity or financial position of any one of these customers could have a material adverse impact on the collection of our accounts receivables and our future operating results.

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Valuation of Rights to Use Airport Facilities and Airport Concessions

We periodically review the carrying value of our rights to use airport facilities and airport concessions. This review is based on our projections of anticipated discounted future cash flows over the life of our assets or concessions, as appropriate. Since our airport concessions expire in 2048, significant management judgment is required to estimate these future cash flows. While we believe that our estimates of future cash flows are reasonable, different assumptions about such cash flows could materially affect our evaluations including assumptions concerning passenger traffic, changes in rates, inflation and operating costs. Additionally, in analyzing the carrying value of our airport concessions, we compare the aggregate carrying value of all nine of our airport concessions to the net cash flows derived from all of the airports, as we are not permitted to dispose of or cease operating any individual airport. The aggregate net cash flows from all of our airports exceeds the carrying value of the airport concessions. Accordingly, because we analyze our valuation estimates on an aggregate level, we have not recognized any impairment loss in the carrying value of an individual airport concession where the carrying value of the individual airport concession exceeds the net cash flows of that airport.

Deferred Income Tax, Employees Statutory Profit Sharing, Flat Rate Business Tax, Asset Tax and Dividend Tax

Our income tax expense, employees statutory profit sharing and asset tax is comprised of current expenses and deferred expenses. Deferred income tax and deferred flat rate business tax represent the tax effects of temporary differences generated from the differences in the accounting and tax treatment of balance sheet items, such as our airport concessions, rights to use airport facilities and from non-balance sheet items such as tax loss carry-forwards and credits. Deferred employees statutory profit sharing is calculated in a similar manner. These temporary differences and tax loss carry-forwards and credits are accounted for as deferred tax assets or liabilities on our balance sheet. The corresponding difference between the beginning and year-end balances of the recognized deferred tax assets and liabilities is recorded in earnings. Asset tax is a minimum tax that is calculated as 1.25% of the average tax value of virtually all of our assets. In 2006 and 2007, we were subject to the asset tax, which may be recovered through deductions over the following ten years of up to 10% each year of the total asset tax credit carry-forward at December 31, 2007, provided that this amount does not exceed the difference between the income tax paid in the year and the lowest amount of asset tax paid during each of the three previous years. The asset tax carry-forward may be adjusted for changes in the National Consumer Price Index. The asset tax was eliminated in 2008 in favor of the flat rate business tax. Deferred income and flat rate tax assets, deferred employees statutory profit sharing assets, dividend tax and recoverable asset tax are not subject to valuation allowances if we estimate that it is more likely than not that the assets will be realized. We have analyzed each airport on an individual basis and have recognized valuation allowances against deferred tax assets, deferred employees statutory profit sharing and recoverable asset tax for some of our airport subsidiaries where taxable income is not expected in the near future. We have not recognized valuation allowances against tax loss carry-forwards generated by our other airport subsidiaries, whereby taxable profits are expected, because each is taxed on an individual basis and under current tax law these tax carry-forwards can be carried forward through the term of the airport concessions or a period of ten years. As our airport concessions expire in 2048, significant management judgment is applied in the determination of the tax projections. Such tax projections take into consideration a number of factors, including the number of passengers we anticipate in our airports, future operation rates, operation costs, and inflation. There can be no assurance that actual results will be as projected.

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Contingent Liabilities

We are a party to a number of legal proceedings. Under generally accepted accounting principles, liabilities are recognized in the financial statements when a loss is both estimable and probable. If the loss is neither probable nor estimable or if the likelihood of a loss is remote, no amounts are recognized in the financial statements. Based on legal advice we have received from our Mexican counsel and other information available to us, we have not recognized any losses in the financial statements as a result of these proceedings.

Recently Issued Accounting Standards

During 2008, the *Consejo Mexicano para la Investigación y Desarollo de Normas de Información Financiera*, or Mexican Commission for Research and Development of Financial Reporting Standards (CINIF) issued certain FRS and certain Interpretations to Financial Reporting Standards (IFRS), which became effective on January 1, 2009 (except for IFRS 14, which will become effective on January 1, 2010), as follows:

FRS B-7, *Business Acquisitions*, supersedes bulletin B-7, *Business Acquisitions*, which was effective up to December 31, 2008, and establishes the general standards for valuing and disclosing the initial recognition of net assets acquired in a business acquisition on the acquisition date, as well as any related non-controlling participation, goodwill and purchase gain.

FRS B-8, *Consolidated and Combined Financial Statements*, supersedes Bulletin B-8, *Consolidated and Combined Financial Statements and Valuation of Permanent Share Investments* , which was effective up to December 31, 2008, and establishes the general standards for the preparation and presentation of the consolidated and combined financial statements; as well as for the disclosures accompanying such financial statements.

FRS C-7, *Investment in Associates and other Permanent Investments*, establishes the standards for the accounting recognition of investments in associates, as well as other permanent investments that do not involve control, joint control or significant influence.

FRS C-8, *Intangible Assets*, supersedes Bulletin C-8, *Intangible Assets*, which was effective until December 31, 2008, and establishes the valuation, presentation and disclosure rules for the initial and subsequent recognition of intangible assets acquired individually or through a business acquisition, or internally generated during the normal course of an entity s operation.

FRS D-8, *Shared Based Payments,* supersedes the supplemental application in Mexico of IFRS 2, *Shared Based Payments*, and establishes the standards for recognition of shared based payments in financial statements.

IFRS 14, *Contracts for Construction, Sale and Rendering of Services Related to Real Estate*, is an interpretation of Bulletin D-7, *Contracts for Construction and Manufacturing of Certain Capital Goods*, and relates to the recognition of income and associated costs and expenditures arising from contracts for construction, sale and rendering of services related to real estate. This interpretation will be effective from January 1, 2010 for any entity that executes contracts for construction, sale and rendering of services related to real estate. Early adoption is allowed.

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We do not believe that any of the foregoing FRS or IFRS will have a significant impact on our results of operation.

Differences between Mexican FRS and U.S. GAAP

Our financial statements are prepared in accordance with Mexican FRS, which differs in certain respects from U.S. GAAP. See Note 18 to our financial statements.

The principal differences between Mexican FRS and U.S. GAAP as they relate to us are the treatment of the investments in our concessions and rights to use airport facilities and the related effect on deferred income taxes, the treatment of fees from leasehold agreements, impairment reversals and write-offs of asset tax recoverables. Each of these differences affects both net income and stockholders equity. See Note 18 to our financial statements for a discussion of these differences and the effect on our results of operation.

New U.S. Accounting Standards

We are currently evaluating the impact, if any, that the adoption of the following recently issued accounting standards will have on our financial position, result of operations and disclosures.

In December 2007, the Financial Accounting Standards Board, or FASB published SFAS No. 160, *Non Controlling Interests in Consolidated Financial Statements*, which is an amendment of ARB No. 51. This statement addresses the reporting of minority interests in the results of the parent and provides direction for the recording of such interests in the financial statements. It also provides guidance for the recording of various transactions related to the minority interests, as well as certain disclosure requirements. SFAS No. 160 will be effective for fiscal years, and interim periods beginning after December 15, 2008; earlier adoption is prohibited and shall be applied prospectively. The presentation and disclosure requirements shall be applied retrospectively for all periods presented.

In December 2007, the FASB published SFAS No. 141-R, which replaces SFAS No. 141, *Business Combinations*. This statement improves the reporting of information about a business combination and its effects. This statement establishes principles and requirements for how the acquirer will recognize and measure the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquisition. Also, the statement determines the recognition and measurement of goodwill acquired in the business combination or a gain from a bargain purchase, and finally, determines the disclosure requirements to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141-R will be effective for all business combinations with an acquisition date on or after the beginning of the first annual reporting period after December 15, 2008; earlier adoption is prohibited.

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In February 2008, the FASB issued FASB Staff Position No. FAS 157-2 (FSP FAS 157-2) *Effective Date of FASB Statement No. 157*, which delays the effective date of FASB Statement No. 157, *Fair Value Measurements*, for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). FSP FAS 157-2 will be effective for financial statements issued for fiscal years beginning after November 15, 2008 and interim periods within those fiscal years.

On March 19, 2008 the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*. The new standard is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity s financial position, financial performance and cash flows. SFAS No. 161 will be effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008.

In April 2008, the FASB issued FASB Staff Position No. FAS 142-3 (FSP FAS 142-3), *Determination of the Useful Life of Intangible Assets*. FSP FAS No. 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets*. FSP FAS No. 142-3 also requires expanded disclosure related to the determination of intangible asset useful lives. FSP FAS No. 142-3 will be effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. This statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements that are presented in conformity with U.S. GAAP. SFAS No. 162 will be effective 60 days following the SEC s approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*.

In May 2008, the FASB issued SFAS No. 163, *Accounting for Financial Guarantee Insurance Contract an interpretation of FASB Statement No. 60*. This statement requires that an insurance enterprise recognize a claim liability prior to an event of default when there is evidence that credit deterioration has occurred in an insured financial obligation. This statement also requires expanded disclosure about financial guarantee insurance contracts. SFAS No. 163 will be effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years.

In May 2008, the FASB issued FASB Staff Position No. APB 14-1 (FSP ASB 14-1), *Accounting for Convertible Debt Instruments That May Be Settled In Cash Upon Conversion (Including Partial Cash Settlement)*. FSP APB 14-1 changes the accounting treatment for convertible debt instruments that require or permit partial cash settlement upon conversion. The accounting changes require issuers to separate convertible debt instruments into two components: a non-convertible bond and a conversion option. The separation of the conversion option creates an original issue discount in the bond component which is to be amortized as interest expense over the term of the instrument using the interest method, resulting in an increase to interest expense and a decrease in net income and earnings per share.

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On November 12, 2008, FASB issued FAS No. 104-e and FIN 46(R)-e, *Disclosures about Transfers of Financial Assets and Interests in Variable Interest Entities*. Enhanced disclosures pursuant to FAS No. 104-e and FIN 46(R)-e will be required of all public entities effective for periods ending after December 15, 2008. In December 2008 the FASB approved FASB Staff Position No. FAS 132(R)-1 (FSP FAS 132(R)-1), *Employers Disclosures about Pensions and Other Postretirement Benefits*, which provides guidance on an employer s disclosures about plan assets of a defined benefit pension or other postretirement plan. FSP FAS 132(R)-1 also includes a technical amendment to SFAS 132(R) that requires a nonpublic entity to disclose net periodic benefit cost for each annual period for which a statement of income is presented. The disclosures about plan assets required by this FSP FAS 132(R)-1 will be effective for financial statements issued for fiscal years beginning after December 15, 2009.

Off-balance sheet arrangements

We are not party to any off-balance sheet arrangements, nor have we been involved in any such transactions in the past.

Tabular disclosure of contractual obligations

The following table summarizes our material contractual obligations as of December 31, 2008.

	Payments due by period (in millions of nominal pesos)				
Contractual Obligations	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Master Development Plans[1]	Ps. 4,733.2	Ps. 903.5	Ps. 3,305.3	Ps. 524.4	Ps.
Purchase Obligations					
Operating Lease Obligations	1	1			
Technical Assistance Agreement[2]	104	104			
Total	**Ps. 4,838.2**	**Ps. 1,088.5**	**Ps. 3,305.3**	**Ps. 524.4**	**Ps.**

(1) The master development plans, which contain the investment commitments for our airports have been approved for each year through December 31, 2013. The plans also contain indicative investments for calendar years 2014 through 2023, but these amounts are not

binding on us.

(2) Reflects fixed minimum amount due under the Technical Assistance Agreement. Actual amount to be paid in any year may be higher because technical assistance fees are calculated as the greater of a fixed dollar amount (subject to certain adjustments) and 5% of our annual consolidated earnings before comprehensive financing cost, income taxes and depreciation and amortization (determined in accordance with Mexican FRS and calculated prior to deducting the technical assistance fee).

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Item 6. Directors, Senior Management and Employees

Directors

Our board of directors is responsible for the management of our business. Pursuant to our bylaws, the board of directors must consist of an uneven number of directors determined at an ordinary general meeting of stockholders and is required to have at least seven, but not more than twenty-one, members. Currently, the board of directors consists of seven directors, each of whom is elected at the annual stockholders meeting for a term of one year or until a successor has been appointed.

Our bylaws provide that the holders of Series BB shares are entitled to elect two members and their alternates to the board of directors. Our remaining directors are elected by the holders of our Series B shares. Under our bylaws, each stockholder or group of stockholders owning at least 10% of our capital stock in the form of Series B shares is entitled to elect one member to the board of directors for each 10% interest that it owns. The other directors to be elected by the holders of our Series B shares are elected by majority vote of all holders of Series B shares present at the stockholders meeting (including stockholders that individually or as part of a group elected a director as a result of their 10% stake). On February 28, 2001 the stockholders voted to eliminate alternate members of the board of directors with respect to those directors elected by holders of Series B shares.

The following table lists our directors as of the date of this annual report, their title and date of appointment:

Name	Title	Director Since
Fernando Chico Pardo[1]	Director and Chairman (also Chief Executive Officer)	April 28, 2005
Ricardo Guajardo Touché[3]	Director	February 28, 2001
Francisco Garza Zambrano[3]	Director	February 28, 2001
George J. Vojta[3]	Director	April 28, 2003
Roberto Servitje Sendra[3]	Director	April 25, 2008
Luis Chico Pardo	Director	April 25, 2008
Rasmus Christiansen[2]	Director	April 27, 2007

(1) Elected by ITA as holder of Series BB shares, with Federico Chávez Peón Mijares as Alternate.

(2) Elected by ITA as holder of Series BB shares, with Mikael Sjørslev as Alternate.

(3) Independent Director.

Fernando Chico Pardo. Mr. Chico Pardo is a member of our board of directors, Chairman of the Board since April 28, 2005 and our Chief Executive Officer since January 19, 2007. He is the founder and President of Promecap,

S.C. since 1997. Previously, Mr. Chico Pardo was the Partner and Chief Executive Officer of Grupo Financiero Inbursa, S.A. de C.V., Partner and Chief Executive Officer of Acciones e Inversora Bursatil, S.A. de C.V. Casa de Bolsa, founder and Chairman of Acciones y Asesoria Bursatil, S.A. de C.V. Casa de Bolsa, Director of Metals Procurement at Salomon Brothers (New York) and the Latin America Representative for Mocatta Metals Corporation and the Mexico Representative for Standard Chartered Bank (London). Mr. Chico Pardo is a member of the board of directors of, among others, Grupo Financiero Inbursa, Grupo Carso, Sanborns Hermanos, Sears Roebuck de Mexico and Grupo Posadas. He is 57 years old. Mr. Chico Pardo was appointed by ITA.

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Ricardo Guajardo Touché. Mr. Guajardo is a member of our board of directors. He was President of Grupo Financiero BBVA Bancomer, S.A. from 2000 to 2004, a President and General Director of Grupo Financiero BBVA Bancomer, S.A. from 1991 to 2000 and General Director of Grupo Vamsa since 1989. He is presently a member of the board of directors of Grupo Bimbo and Almacenes Coppel, and has served on the board of directors of Instituto Tecnologico y de Estudios Superiores de Monterrey (ITESM), Fomento Economico Mexicano (FEMSA), Grupo Valores de Monterrey (VAMSA), Transportacion Maritima Mexicana (TMM), Alfa and El Puerto de Liverpool. He is 61 years old. Mr. Guajardo is an independent director.

Francisco Garza Zambrano. Mr. Garza is a member of our board of directors and he has served as President of Cementos Mexicanos of Norteamerica y Trading (his current position), as President of Cementos Mexicanos Mexico, as President of Cementos Mexicanos Panama, as President of Cementos Mexicanos Venezuela and as President of Cementos Mexicanos E.U.A. He was formerly on the board of directors of Control Administrativo Mexicano S.A. de C.V., Vitro Plano, S.A. de C.V., Universidad de Monterrey, Camara Nacional del Cemento (CANACEM), Club Industrial, A.C. and Fundacion Mexicana para la Salud. He is 54 years old. Mr. Garza is an independent director.

George Vojta. Mr. Vojta is a member of our board of directors and has been President and Director of the Financial Services Forum since 1999. Previously, Mr. Vojta was Vice Chairman of the Board of Bankers Trust, President of Deak & Company, Chief Financial Officer of Phibro-Salomon, Inc. and Deputy Vice Chairman of Citigroup. Mr. Vojta is currently Chief Executive Officer of the Westchester Group LLC, Chairman of Wharton Financial Institutions Center and the Yale Center for Corporate Governance and Performance. He is 73 years old. Mr. Vojta is an independent director.

Roberto Servitje Sendra. Mr. Servitje is a member of our board of directors. He has been the Deputy Chief Executive Officer of Grupo Bimbo (1969), as well as the company s Chief Executive Officer (1978) and the Executive President (1990). He is currently Chairman of the Grupo Bimbo s board of directors (since 1994). He is also currently a member of the board of directors of FEMSA, as well as of the advisory boards of Chrysler Mexico, Grupo Altex, the School of Banking and Commerce and the Hermann International Memorial. He is 81 years old. Mr. Servitje is an independent director.

Luis Chico Pardo. Mr. Chico is a member of our board of directors. He has held positions as an Economist at the Bank of Mexico, as the Manager of the International Division at the Bank of Mexico, as the General Coordinator of the Credit Department at the Mexican Ministry of Finance, as Chief Executive Officer of Banco Mexicano, as Executive Vice-President of Banco Mexicano Somex, and as Chief Executive Officer of Banco B.C.H. He is currently a member of the board of directors of the venture capital investment firm Promecap. Mr. Chico Pardo is 69 years old.

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Rasmus Christiansen. Mr. Christiansen is a member of our board of directors and currently serves as Chief Executive Officer of Copenhagen Airports International A/S. Previously, Mr. Christiansen served as Vice President of Copenhagen Airports International A/S, Director, Development & Acquisitions of Copenhagen Airports International A/S, Director and owner of an import/export company in Hungary, Vice President of Dolce International, International Hotel Development & Operations, Chief Executive Officer of Scanticon Conference Center, Aarhus and Director of Sales of Scanticon Conference Center, Aarhus. He is 57 years old.

Senior Management

Pursuant to our bylaws, the holders of Series BB shares are entitled to present the board of directors the name or names of the candidates for appointment as chief executive officer, to remove our chief executive officer and to appoint and remove one half of the executive officers. Currently, four executive officers report directly to the chief executive officer, one of whom was appointed by ITA as holder of the BB shares.

Since 2003, the duties of Director of Operations have been divided into two positions. Currently, Hector Navarrete Munoz is serving in the role of Regional Director of Operations and Gabriel Gurmendez Armand-Ugon is serving in the role of Director of Cancún Airport.

The following table lists our executive officers, their current position and their year of appointment as an executive officer:

Name	Principal Occupation	Executive Officer since
Fernando Chico Pardo*	Chief Executive Officer	January 19, 2007
Adolfo Castro Rivas*	Director of Finance (Chief Financial Officer)	January 24, 2000
Gabriel Gurmendez Armand-Ugon	Director of Cancún Airport	November 20, 2004
Hector Navarrete Muñoz	Regional Director of Operations	January 15, 2003
Claudio Gongora Morales	General Counsel	April 19, 1999
Manuel Gutierrez Sola	Chief Commercial Officer	August 7, 2003

* Appointed by ITA, as holder of Series BB shares.

Fernando Chico Pardo. Mr. Chico Pardo is a member of our board of directors, Chairman of the Board since April 28, 2005 and our Chief Executive Officer since January 19, 2007. He is the founder and President of Promecap, S.C. since 1997. Previously, Mr. Chico Pardo was the Partner and Chief Executive Officer of Grupo Financiero Inbursa, S.A. de C.V., Partner and Chief Executive Officer of Acciones e Inversora Bursatil, S.A. de C.V. Casa de Bolsa, founder and Chairman of Acciones y Asesoria Bursatil, S.A. de C.V. Casa de Bolsa, Director of Metals Procurement at Salomon Brothers (New York) and the Latin America Representative for Mocatta Metals Corporation and the Mexico Representative for Standard Chartered Bank (London). Mr. Chico Pardo is a member of the board of directors of, among others, Grupo Financiero Inbursa, Grupo Carso, Sanborns Hermanos, Sears Roebuck de Mexico and Grupo Posadas. He is 57 years old. Mr. Chico Pardo was appointed by ITA.

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Adolfo Castro Rivas. Mr. Castro has been our Director of Finance since January 2000. Prior to joining ASUR, Mr. Castro was Director of Finance and Administration of Ferrocarril del Sureste S.A. de C.V. Mr. Castro was also Chief Financial Officer of Netcapital, S.A. de C.V., Director of Finance of Grupo Mexicano de Desarrollo, S.A. de C.V., Finance Manager of Grupo ICA S.A.B. and an auditor and consultant with Coopers & Lybrand. He is 45 years old.

Gabriel Gurmendez Armand-Ugon. Mr. Gurmendez has been the Director of Cancún International Airport since November 2004. Previously, Mr. Gurmendez was the Minister of Transportation and Public Works and the President and Director of ANTEL, the national telecommunications company of Uruguay. Mr. Gurmendez has served as the General Manager of Consorcio Aeropuertos Internacionales S.A., the private concessionaire of the International Airport of Punta del Este, Uruguay. He also acted as interim President of Uruguay s national oil company, ANCAP, the national railway, AFE, and the national waterworks company, OSE. He is 47 years old.

Hector Navarrete Muñoz. Mr. Navarrete is the Regional Director of Airports. Previously, Mr. Navarrete was the Administrator of the Mérida International Airport, Director of the Board of Culture and Tourism of the State of Yucatán, Coordinator of the Mayan Cultural Project in San Antonio, Texas, and President of the International Council of Latin American and Caribbean Airports for Airports Council International, and is an expert in international civil aviation security. He is 52 years old.

Claudio Gongora Morales. Mr. Gongora has been General Counsel since April 25, 2001. Previously, he was Sub-Director of ASUR (starting on April 19, 1999). Mr. Gongora also served as Legal Director of Azufrera Panamericana, S.A. de C.V., alternating as Legal Advisor for Compania Exploradora del Istmo, S.A. de C.V. He has been Legal Sub-Director of Comision de Fomento Minero, Legal Chief Consultant for Grafito de Mexico, S.A. de C.V., Terrenos para Industrias, S.A. de C.V., Terrenos de Jaltipan, S.A. de C.V., Macocozac, S.A. de C.V., Pasco Terminals, Inc. and Pasco International, Ltd. He is 57 years old.

Manuel Gutierrez Sola. Mr. Gutierrez has been our Chief Commercial Officer since August 7, 2003. Previously, since October 31, 2002, Mr. Gutierrez was our Acting Chief Commercial Officer, in charge of the negotiations of the commercial contracts for our airports and the implementation of the second stage of ASUR s commercial strategy. Before that, he was our Concessions Manager since December 2000. Prior to joining ASUR, Mr. Gutierrez was Chief Operations Officer of G. Accion S.A. de C.V. and Machinery and Equipment Manager of Gutsa Construcciones, S.A. de C.V. He is 46 years old.

Share Ownership of Directors and Senior Management

With the exception of Fernando Chico Pardo (see Item 7. Major Shareholders and Related Party Transactions Major Shareholders), Luis Chico Pardo and Francisco Garza Zambrano, directors and senior management do not own shares of ASUR. There are no compensation arrangements under which employees may acquire capital of ASUR.

Compensation of Directors and Senior Management

Directors received Ps. 4.37 million in aggregate compensation for the year ended December 31, 2008. We paid an aggregate amount of approximately Ps. 20.63 million for the services of our executive officers, which included payments to Promecap, S.C. to pay for the services of Fernando Chico Pardo.

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No amount has been set aside by ASUR or its subsidiaries for pension, retirement or similar benefits.

Committees

Our bylaws provide for four committees to assist the board of directors with the management of our business: an Operating Committee, an Audit Committee, an Acquisitions and Contracts Committee and a Nominations and Compensation Committee.

The Operating Committee, which is composed of four members, is responsible for proposing and approving certain plans and policies relating to our business, investments and administration, including approval of the master development plans of our subsidiary concession holders, our dividend policy and investments of less than U.S.$2 million that are not provided for in our annual budget. The board of directors appoints all the members of the Operating Committee. Board members elected by the holders of Series BB shares have the right to appoint two of the committee members and to appoint the chairman, who has a deciding vote in case of a tie. The consent of the Series BB directors is also required to select the members of the Operating Committee that are not members of our board or officers of our company. The current members of the Operating Committee are Fernando Chico Pardo (Chairman), Rasmus Christiansen, Ricardo Guajardo Touché and Francisco Garza Zambrano. A secretary has also been appointed who is not a member of the committee.

The Audit Committee must be composed of at least three members, all of whom must be independent, and is responsible for supervising the management and conduct of our business, as well as monitoring the activities of our board of directors, our officers and the officers of our subsidiaries for compliance with the bylaws and applicable law. With respect to financial reporting and auditing matters, the Audit Committee has oversight of our internal auditing and controls system, as well as the performance of our external auditors. The Audit Committee is also responsible for monitoring transactions with affiliates, including ITA and its stockholders. In addition to the specific duties and authorities set forth under our bylaws and the Securities Market Law for the Audit Committee, the Audit Committee also has the authority and duties of the Corporate Practices Committee under the Securities Market Law Our bylaws provide that the board of directors shall determine the number of members of the Audit Committee, which is required to comprise solely independent directors. All members of the Audit Committee must meet the applicable independence criteria set forth under the Sarbanes-Oxley Act of 2002 and the rules issued thereunder by the U.S. Securities and Exchange Commission. The president of the Audit Committee is elected by a vote at the shareholders meeting, as is a secretary, who is not required to be a committee member. The committee also appoints among its members a special delegate who may not be a person appointed by the holders of Series BB shares nor be related to the committee members. The special delegate is charged with ensuring that ITA complies with its obligations under the technical assistance agreement it has with us. The current members of the Audit Committee are Ricardo Guajardo Touché (Chairman), Francisco Garza Zambrano and George Vojta (who serves as our Audit Committee financial expert). A secretary has also been appointed who is not a member of the committee.

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The Acquisitions and Contracts Committee, composed of three members, is responsible for ensuring compliance with our procurement policies set forth in our bylaws. Among other things, these policies require that the Acquisitions and Contracts Committee approve any transaction or series of related transactions between us and a third party involving consideration in excess of U.S.$400,000 and that any contract between us, on the one hand, and ITA or any of its related persons, on the other hand, be awarded pursuant to a bidding process involving at least three other bidders. Our bylaws provide that a stockholders meeting will determine the number (which must be an odd number) of members of the Acquisitions and Contracts Committee, which is required to be composed primarily of members of the board of directors. The members of the board of directors elected by the holders of Series BB shares are entitled to appoint one member to the committee. The current members of the Acquisitions and Contracts Committee are Fernando Chico Pardo (Chairman), Ricardo Guajardo Touché and Rasmus Christiansen. A secretary has also been appointed who is not a member of the committee.

The Nominations and Compensation Committee was formed on October 12, 1999. The duties of the committee include the proposal to the general shareholders meeting of candidates for election to the board of directors and proposal to the board of directors of candidates for appointment as executive officers, as well as proposals to the general shareholders meeting regarding the removal and compensation of directors and officers. Our bylaws provide that a stockholders meeting will determine the number (which must be an odd number) of members of the committee. The holders of the Series B and Series BB shares, acting as a class, are each entitled to name one member of the Nominations and Compensation Committee. The remaining members of the committee are to be named by these two initial members. Members of the committee each have a term of one year. At each annual shareholders meeting after a public offering of our shares, the Nominations and Compensation Committee is required to present a list of at least seven candidates for election as directors for the vote of the Series B stockholders. At an ordinary stockholders meeting held February 28, 2001, our stockholders resolved that the Nominations and Compensation Committee be comprised of three members. The current members of the Nominations and Compensation Committee are Rasmus Christiansen (Chairman), Roberto Servitje Sendra and Fernando Chico Pardo.

Employees

The following table sets forth the number of employees in various positions as of the end of 2006, 2007 and 2008.

	As of December 31, 2006	**As of December 31, 2007**	**As of December 31, 2008**
Administrative Employees[(1)]			
Servicios Aeroportuarios del Sureste, S.A. de C.V.	86	84	73
Cancún Airport	193	210	213
Cozumel Airport	19	21	25
Huatulco Airport	19	19	19
Mérida Airport	43	47	48
Minatitlán Airport	18	19	19
Oaxaca Airport	22	24	23
Tapachula Airport	21	23	24
Veracruz Airport	25	26	27
Villahermosa Airport	23	24	28
Total Administrative Employees	**469**	**497**	**499**

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	As of December 31, 2006	As of December 31, 2007	As of December 31, 2008
Unionized Employees[2]			
Cancún Airport	116	122	121
Cozumel Airport	25	25	35
Huatulco Airport	19	19	19
Mérida Airport	45	45	45
Minatitlán Airport	16	16	16
Oaxaca Airport	19	21	22
Tapachula Airport	16	16	24
Veracruz Airport	26	27	27
Villahermosa Airport	29	29	29
Total Union Employees	**311**	**320**	**338**

(1) In April 2008, we transferred all of the non-unionized administrative employees employed by our airport operating subsidiaries to Servicios Aeroportuarios del Sureste, S.A. de C.V., a wholly-owned subsidiary.

(2) In April 2008, we transferred all of our unionized personnel from our airport operating subsidiaries to RH Asur, S.A. de C.V., a wholly-owned

subsidiary.

As of December 31, 2006, 2007 and 2008, we had approximately 780, 817 and 837 employees, respectively. Of the fourteen administrative employees added in 2008, three were hired to work in Cancún Airport.

In addition, services relating to commercial operations, cargo, baggage screening and certain airport operations are provided by third parties, using their own personnel. As of December 31, 2008 there were approximately 129 employees providing such services.

Approximately 40.4% of our employees on December 31, 2008 were members of labor unions. A significant portion of the services rendered in our airports is provided by personnel employed by third parties.

In March 2008, we transferred all of our unionized personnel from our airport operating subsidiaries to RH Asur, S.A. de C.V, and in May 2008, we transferred all of our non-unionized employees from our airport operating subsidiaries to Servicios Aeroportuarios del Sureste, S.A. de C.V. RH ASUR, S.A. de C.V. and Servicios Aeroportuarios del Sureste, S.A. de C.V. are wholly-owned subsidiaries that provide us with administrative and personnel services.

All of our unionized employees are members of local chapters of the Mexican National Union of Airport Workers. As of April 2008, the labor relations with our employees in our airport operating subsidiaries are governed by one collective labor agreement that is negotiated by the local chapter of the union. Under applicable Mexican labor law, wages are renegotiated every year, while other terms and conditions of employment are renegotiated every two years. We believe that our relations with our employees are good.

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Item 7. Major Shareholders and Related Party Transactions

MAJOR SHAREHOLDERS

Tender Offer by Fernando Chico Pardo

On May 14, 2007 Agrupación Aeroportuaria Internacional II, S.A. de C.V., an entity indirectly owned and controlled by Fernando Chico Pardo, made a tender offer for the purchase in Mexico and the United States of America of up to 127,950,001 Series B shares (including Series B shares represented by ADSs), representing approximately 42.65% of the outstanding capital stock of ASUR.

A total of 2,867,302 ADSs (representing 28,673,020 Series B shares) and 7,762,515 Series B shares, or 12.15% of the aggregate capital stock of ASUR, were offered and accepted for payment in the tender offer. The shares offered in the tender offer include Series B shares and ADSs previously directly owned by Mr. Chico Pardo and Copenhagen Airports.

In connection with the tender offers, on June 18, 2007, ITA, through Bancomext, notified ASUR of its decision to convert 22,050,000 Series BB shares into 22,050,000 Series B shares. ASUR was informed that these shares were transferred to Agrupación Aeroportuaria Internacional, S.A. de C.V., an entity owned and controlled by Mr. Chico Pardo, as a result of a de-merger agreement between Mr. Chico Pardo and Copenhagen Airports.

Capital Stock Structure

The following table sets forth the current ownership of outstanding shares as of June 9, 2009, to the extent of our knowledge.

	Number of Shares		Percentage of total share capital	
Identity of stockholder	**B Shares**	**BB Shares**	**B Shares[3]**	**BB Shares**
Agrupación Aeroportuaria Internacional II, S.A. de C.V.[2][6]	54,124,587		18.04%	
ITA, through Bancomext [1][2][3][4][7]		22,950,000		7.65%
Agrupación Aeroportuaria Internacional, S.A. de C.V.[1][2][4][5]	22,050,000		7.35%	
Macquarie Airports,through JMEX B.V.[7][8][9]	24,132,810		8.04%	
The Bank of Nova Scotia[7][9]	23,841,418		7.95%	
Aberdeen Asset Management[10]	56,730,160		18.91%	
Other Public	96,171,025		32.06%	

(1) Pursuant to the Share Registry Book of ASUR, the shareholders that formally appear registered as such are (a) Indeval, as depositary of 255,000,000 Series B shares, (b) Bancomext, as holder of 22,050,000

Series B shares, and (c) Bancomext, as holder of 22,950,000 Series BB shares.

(2) Our CEO Fernando Chico Pardo owns, directly or indirectly, (a) 51% of ITA, (b) 100% of Agrupación Aeroportuaria Internacional, S.A. de C.V., and (c) 100% of Agrupación Aeroportuaria Internacional II, S.A. de C.V.

(3) Copenhagen Airports owns 49% of the capital stock of ITA .

(4) Through the letter of instructions dated June 18, 2007, Bancomext, as trustee of the trust created under Trust Agreement dated December 18, 1998 and holder of 45,000,000 Series BB shares, informed ASUR of its decision to convert 22,050,000

Series BB shares into 22,050,000 Series B shares.

(5) Through the letter of instructions dated July 25, 2007, ITA, as beneficiary of the trust created under Trust Agreement dated December 18, 1998 and holder of 45,000,000 Series BB shares, instructed Bancomext to release from the trust and physically deliver to Agrupación Aeroportuaria Internacional, S.A. de C.V 22,050,000 Series B shares.

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(6) To our knowledge and based on information contained in public reports, from June 2, 2008 until July 3, 2008, Agrupación Aeroportuaria Internacional II, S.A. de C.V., a company indirectly controlled and owned by Fernando Chico Pardo purchased 2,973,052 Series B shares, which represent 0.99% of our outstanding capital stock.

(7) Macquairie Airports indirectly holds 53.7% of the equity of Copenhagen Airports.

(8) On August 19, 2008, Macquairie Airports disclosed that its subsidiary JMEX B.V. had acquired 15,519,950 Series B Shares, which represent 5.17% of ASUR s outstanding capital stock, consisting of 2,914,900 Series B shares and 1,010,645 ADSs (representing an

aggregate of 10,106,450 Series B shares) that were acquired pursuant to a non-discretionary stock purchase program and 92,600 Series B shares and 240,600 ADSs (representing an aggregate of 2,406,000 Series B shares) that were acquired in open market transactions. To our knowledge, and based on information contained in public reports, from August 19, 2008 until December 22, 2008, Macquairie Airports acquired through its subsidiary JMEX B.V. an additional 8,612,860 Series B shares which represent 2.87% of our outstanding capital stock, consisting of 632,000 Series B shares and 798,176 ADSs (representing an aggregate of 7,981,760 Series B shares).

(9) On August 19, 2008, Macquairie Airports disclosed that it had entered into cash-settled equity swaps with

Morgan Stanley & Co. International PLC and/or Morgan Stanley Capital Services, Inc. giving it economic exposure to 23,841,418 Series B shares, or 7.95% of our outstanding capital stock. Effective December 22, 2008, Macquairie Airports terminated the swaps with Morgan Stanley & Co. International plc and/or Morgan Stanley Capital Services, Inc and entered into a new cash-settled equity swap with The Bank of Nova Scotia as counterparty. The Nova Scotia swap represents economic exposure to 23,841,418 Series B shares, or 7.95% of our outstanding capital stock. Based on information contained in public reports, Macquaire Airports is not permitted to exercise any voting, investment or

dispositive control in respect of these shares.

(10) Composed of 5,673,160 ADSs. Based on information contained in public reports, Aberdeen Asset Management has the sole power to vote or direct the vote of 3,829,635 ADSs (representing 38,296,350 Series B shares) and has the sole power to dispose or direct the disposition of 1,843,381ADSs (representing 18,433,810 Series B shares). To our knowledge and based on information contained in public reports, Aberdeen Asset Management did not purchase any shares in 2008.

ITA Trust and Shareholders Amended Agreement

The rules governing the sale of our Series BB shares to ITA required that ITA place all of its Series BB shares in trust in order to guarantee ITA s performance of its obligations under the technical assistance agreement and ITA s commitment to maintain its interest in ASUR for a specified period. Accordingly, ITA has placed its shares in trust with Bancomext. This trust, as amended in connection with the conversion of 22,050,000 Series BB shares described above, provides that ITA may instruct Bancomext with respect to the voting of the shares held in trust that currently represent 7.65% of our capital stock, regarding all matters other than capital reductions, payment of dividends, amortization of shares and similar distributions to our shareholders, which are voted by the trustee in accordance with the vote of the majority of the Series B shares.

Currently, ITA may sell in any year up to 20% of its remaining ownership interest in us represented by Series BB shares. The term of the trust will be extended for an additional fifteen years if, at the end of the initial fifteen-year term, ITA holds shares representing more than 10% of our capital stock. ITA may terminate the trust before the second fifteen-year term begins if: (i) ITA holds less than 10% of our capital stock at the end of the initial term; and (ii) the technical services agreement has been terminated. ITA is required to deposit in the trust any additional shares of our capital stock that it acquires.

ITA s stockholders have entered into a shareholders agreement (and have amended ITA s bylaws accordingly), which provides, among other things, that (i) most matters relating to ITA s participation in ASUR s management are to be decided by unanimity among the four members of its board of directors; such matters to include the removal of ASUR s chief executive officer, the proposal to the board of ASUR s chief executive officer, and the adoption or amendment of ASUR s master development plans, business plans and investment plans, and (ii) the two directors in ITA s board by each of Copenhagen Airports and Fernando Chico Pardo are entitled to appoint and dismiss one of the two directors to be elected by the Series BB shareholders. Currently, Copenhagen Airports and Fernando Chico Pardo are entitled to appoint two directors each out of ITA s four directors.

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Under the terms of the participation agreement and the trust agreement, each of ITA s key partners, currently Copenhagen Airports and Fernando Chico Pardo, is required to maintain at least a 25.5% ownership interest in ITA prior to December 18, 2014, unless otherwise approved by the Ministry of Communications and Transportation. There can be no assurance that the terms of the participation agreement or the trust would not be amended to reduce or eliminate these ownership commitments. If ITA or any of its stockholders defaults on any obligation contained in the trust agreement, or if ITA defaults on any obligation contained in the participation agreement or the technical assistance agreement, after specified notice and cure provisions, the trust agreement provides that the trustee may sell 5% of the shares held in the trust and pay the proceeds of such sale to us as liquidated damages.

RELATED PARTY TRANSACTIONS

Arrangements with ITA

The rules for the sale of the Series BB shares required ITA, ASUR and the Ministry of Communications and Transportation to enter into a participation agreement, which established the framework for the option agreement, the technical assistance agreement and the Banco Nacional de Comercio Exterior, S.N.C., or Bancomext, trust agreement. Pursuant to the technical assistance agreement and the participation agreement, ITA and its stockholders agreed to provide management and consulting services and transfer industry know-how related to the operation of airports to us. These agreements entitle ITA to propose to our board a candidate to be our Chief Executive Officer, to appoint half our other executive officers and two members of our board of directors. These agreements also grant us a perpetual and exclusive license in Mexico to use all technical assistance and know-how transferred to us by ITA or its stockholders during the term of the agreement. The technical assistance agreement has a fifteen-year term and is automatically renewed for additional five-year terms, unless one party provides notice of its intent not to renew within a specified period. We are required under this agreement to pay ITA an annual fee equal to the greater of a fixed dollar amount or 5% of our annual consolidated earnings before comprehensive financing cost, income taxes and depreciation and amortization (determined in accordance with Mexican FRS and calculated prior to deducting the technical assistance fee under this agreement). The fixed dollar amount decreases during the initial five years of the agreement in order to create an incentive for ITA to increase our earnings before comprehensive financing cost, income taxes and depreciation and amortization. ITA is also entitled to reimbursement for the out-of-pocket expenses it incurs in its provision of services under the agreement. The agreement allows ITA, its stockholders and their affiliates to render additional services to us only if our Acquisitions and Contracts Committee determines that these related persons have submitted the most favorable bid in a bidding process. This process is described in Item 6. Directors, Senior Management and Employees Committees. In 2004, 2005, 2006, 2007 and 2008 we recognized expenses of U.S.$5.8 million, U.S.$6.2 million, U.S.$6.6 million, U.S.$8.4 million and U.S.$7.6 million, respectively, pursuant to the technical assistance agreement plus additional expenses of approximately U.S.$0.1 million, U.S.$0.2 million, U.S.$0.1 million, U.S.$0.1 million, and U.S.$0.2 million, respectively.

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Arrangements with Entities Controlled by Fernando Chico Pardo

In February 2007 we entered into a contract with Promecap, S.C. under which we retained the services of Fernando Chico Pardo as our Chief Executive Officer in exchange for a monthly fee equal to U.S.$37,804.

We also rent our executive offices in Mexico City from Gafapa, S.A. de C.V., another entity controlled by Fernando Chico Pardo.

Item 8. Financial Information

See Item 18. Financial Statements beginning on page F-1.

Legal Proceedings

We are involved in legal proceedings from time to time that are incidental to the normal conduct of our business. We are currently involved in certain legal proceedings in which we are seeking a confirmation of our right to terminate certain lease agreements upon the expiration of their term. These proceedings include litigation involving the duty-free stores in Cancún and the cargo facilities at Merída.

The municipalities of Cancún, Cozumel, Huatulco, Mérida, Minatitlán, Veracruz and Villahermosa have given us notice requesting that we pay property tax (*predial*) for the property on which these airports are located. However, we believe that the request to pay this tax is not in accordance with applicable law relating to property in the public domain, which includes the airports we currently operate under concessions. We filed a protective action in court against the attempt to collect the tax by the municipal treasuries in each of these cities. Our cases against the municipalities of Cancún, Cozumel, Veracruz, Oaxaca and Villahermosa were decided in our favor. The legal proceeding involving Huatulco is still in progress.

We do not believe that liabilities related to any of these claims and proceedings against us are reasonably likely to have, individually or in the aggregate, a material adverse effect on our consolidated financial condition or results of operations.

DIVIDENDS

The declaration, amount and payment of dividends are determined by a majority vote of the stockholders present at a stockholders meeting and generally, but not necessarily, on the recommendation of the board of directors. So long as the Series BB shares represent at least 7.65% of our capital stock, the declaration and payment of dividends will require the approval of the holders of a majority of the Series BB shares. Figures included in this subsection are stated in nominal pesos.

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Mexican law requires that at least 5% of a company s net income (on a non-consolidated basis) each year (after profit sharing and other deductions required by Mexican law) be allocated to a legal reserve fund until such fund reaches an amount equal to at least 20% of its capital stock (without adjustment for inflation).

Mexican companies may pay dividends only out of earnings (including retained earnings after all losses have been absorbed or paid up) and only after such allocation to the legal reserve fund. The reserve fund is required to be funded on a stand-alone basis for each company, rather than on a consolidated basis. The level of earnings available for the payment of dividends is determined under Mexican FRS. The legal reserve of our holding company, Grupo Aeroportuario del Sureste, S.A.B. de C.V., is Ps. 1,049 million (which includes the required allocation corresponding to year 2008 net income). Our subsidiaries are required to allocate earnings to their respective legal reserve funds prior to paying dividends to Grupo Aeroportuario del Sureste, S.A.B. de C.V.

Dividends paid to non-resident holders with respect to our Series B shares and ADSs are not subject to Mexican withholding tax. Dividends that are paid from a company s distributable earnings that have not been subject to corporate income tax will be subject to a corporate-level dividend tax (payable by us) calculated on a gross-up basis by applying a factor 1.4925 in 2004, 1.4286 in 2005, 1.4085 in 2006, 1.3889 in 2007 and 1.3889 thereafter. Corporate tax rates of 33% in 2004, 30% in 2005, 29% in 2006, 28% in 2007 and 28% thereafter are applied to the result. This corporate-level dividend income tax on the distribution of earnings may be applied as a credit against Mexican corporate income tax corresponding to the fiscal year in which the dividend was paid or against the Mexican corporate income tax of the two fiscal years following the date in which the dividend was paid. In the case of dividends paid in 2007, the credit would be applicable against the Mexican corporate income tax of the following three fiscal years. Dividends paid from a company s distributable earnings that have been subject to corporate income tax are not subject to this corporate-level dividend income tax.

As of December 31, 2008, we had no distributable earnings that were subject to corporate income tax. Until we generate such earnings subject to corporate income tax, dividends paid by us to non-resident holders of Series B shares and ADSs will be subject to the corporate-level dividend tax income discussed above.

On April 23, 2009, our stockholders approved the allocation of 5%, or Ps. 52.5 million, of our net profits for the fiscal year ended December 31, 2008 to the legal reserve fund in compliance with Mexican law. The stockholders approved the allocation of 5%, or Ps. 26.1 million, of our net profits for the fiscal year ended December 31, 2007 to the legal reserve fund on April 25, 2007, and approved the allocation of Ps. 27.1 million (5% of net income for fiscal year 2006) to the legal reserve fund on April 27, 2007.

On April 23, 2009, our stockholders approved the payment of a net cash dividend after income tax of Ps. 1,884 million or Ps. 6.28 per share for each outstanding Series B or BB share, of which Ps. 3.24 per share was paid as an ordinary dividend and Ps. 3.04 per share was paid as an extraordinary dividend. This dividend was payable as of May 13, 2009. On April 25, 2008, our stockholders approved the payment of a net ordinary cash dividend after income tax of Ps. 600 million or Ps. 2.00 per share for each outstanding Series B or BB share. This dividend was payable as of May 30, 2008. At the general stockholders meeting on April 27, 2007, our stockholders agreed to pay net dividends after income tax of Ps. 231.2 million or Ps. 0.75 per share for each outstanding Series B or BB share. This dividend was payable as of May 31, 2007. Because this dividend payment was not taken from the after-tax earnings account, it gave rise to a dividend income tax of Ps. 88.9 million.

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In the absence of attractive investment opportunities, we intend to continue paying yearly dividends out of our annual net retained earnings. We do not currently intend to implement a stock repurchase program.

We will declare any future dividends in pesos. In the case of Series B shares represented by ADSs, cash dividends are paid to the depositary and, subject to the terms of the Deposit Agreement, converted into and paid in U.S. dollars at the prevailing exchange rate, net of conversion expenses of the depositary. Fluctuations in exchange rates affect the amount of dividends that ADS holders receive. For a more detailed discussion, see Item 10. Additional Information.

Item 9. The Offer and Listing

Stock Price History

The following table sets forth, for the periods indicated, the high and low closing prices for (i) the ADSs on the New York Stock Exchange in U.S. dollars and (ii) our common shares on the Mexican Stock Exchange in pesos. For more information, see Item 10. Additional Information Exchange Controls for the exchange rates applicable during the periods set forth below. The information set forth in the table below reflects actual historical amounts at the trade dates and has not been restated in constant pesos.

The annual high and low market prices for (i) our common shares on the Mexican Stock Exchange in pesos and (ii) the ADSs on the New York Stock Exchange in U.S. dollars over the five most recent financial years is as follows:

	U.S.$ per ADR[1]		Pesos per Series B Share	
Years ended December 31,	**Low**	**High**	**Low**	**High**
2004	18.58	27.05	17.38	30.15
2005	24.35	41.79	28.10	45.00
2006	28.93	45.16	29.00	49.29
2007				
First Quarter	41.07	49.41	45.80	54.50
Second Quarter	47.26	55.64	52.00	59.99
Third Quarter	42.18	56.17	47.09	59.60
Fourth Quarter	49.51	62.79	54.19	67.17
2008				
First Quarter	49.35	62.89	53.00	68.30
Second Quarter	47.42	63.54	49.10	67.38
Third Quarter	43.57	52.59	45.41	55.62
Fourth Quarter	24.96	49.93	33.75	54.68

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	U.S.$ per ADR[1]		Pesos per Series B Share	
	Low	High	Low	High
Monthly Prices				
December 2008	37.34	39.14	47.20	53.86
January 2009	25.71	42.14	36.21	55.94
February 2009	28.21	32.67	40.82	47.13
March 2009	24.55	31.23	36.11	44.99
April 2009	27.00	36.44	37.96	48.00
May 2009	28.70	35.25	38.16	49.60
June 2009[2]	34.86	38.89	45.40	51.60

(1) 10 Series B shares per ADR.

(2) Through June 5, 2009.

Sources: Mexican Stock Exchange and the New York Stock Exchange.

TRADING ON THE MEXICAN STOCK EXCHANGE

The Mexican Stock Exchange, located in Mexico City, is the only stock exchange in Mexico. Founded in 1894, it ceased operations in the early 1900s, and was reestablished in 1907. The Mexican Stock Exchange is organized as a corporation whose shares are held by brokerage firms. These firms are exclusively authorized to trade on the floor of the Exchange. Trading on the Mexican Stock Exchange takes place exclusively through an automated inter-dealer quotation system known as SENTRA, which is open between the hours of 8:30 a.m. and 3:30 p.m., Mexico City time, each business day. Each trading day is divided into six trading sessions with ten-minute periods separating each session. Trades in securities listed on the Mexican Stock Exchange can, subject to certain requirements, also be effected off the Exchange. Due primarily to tax considerations, however, most transactions in listed Mexican securities are effected through the Exchange. The Mexican Stock Exchange operates a system of automatic suspension of trading in shares of a particular issuer as a means of controlling excessive price volatility. The suspension procedures will not apply to shares that are directly or indirectly (through ADSs or CPOs) quoted on a stock exchange outside Mexico.

Settlement is effected three business days after a share transaction on the Mexican Stock Exchange. Deferred settlement, even if by mutual agreement, is not permitted without the approval of the CNBV. Most securities traded on the Mexican Stock Exchange are on deposit with S.D. Indeval Instituto para el Deposito de Valores, S.A. de C.V., a privately-owned central securities depositary that acts as a clearing house, depositary, custodian and registrar for Mexican Stock Exchange transactions, eliminating the need for the physical transfer of shares.

The Mexican Stock Exchange is one of Latin America s largest exchanges in terms of market capitalization, but it remains relatively small and illiquid compared to major world markets, and therefore subject to greater volatility.

As of December 31, 2008, 125 Mexican companies, excluding mutual funds, had equity listed on the Mexican Stock Exchange. In 2008, the ten most actively traded equity issues (excluding banks) represented approximately 75% of the total volume of equity issues traded on the Mexican Stock Exchange. Although the public participates in the trading of securities, a major part of the activity of the Mexican Stock Exchange reflects transactions by institutional investors. There is no formal over-the-counter market for securities in Mexico.

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The market value of securities of Mexican companies is, to varying degrees, affected by economic and market conditions in other emerging market countries and in the United States. In late October 1997, for example, prices of both Mexican debt securities and Mexican equity securities dropped substantially following declines earlier in the year in the Asian, Russian and Brazilian securities markets.

Item 10. Additional Information

Bylaws

This section summarizes certain provisions of Mexican law and our *estatutos sociales* (bylaws).

At our Extraordinary Stockholders Meeting held on April 27, 2006, our shareholders approved certain amendments to conform our bylaws to the provisions of the Mexican Securities Market Law and the Mexican Business Associations Law (*Ley General de Sociedades Mercantiles*), as well as to clarify and adjust certain provisions thereof.

Purposes

The purposes of our company include the following:

to acquire shares, ownership or other interests in companies engaged in the management, operation, including providing airport, complementary and commercial services, construction and/or use of civil aerodromes and in accordance with the Mexican Airport Law and its regulations, as well as to hold capital stock in companies that provide any other type of services and to vote the shares of any such companies; to sell, transfer or dispose of any such shares or ownership interests or other securities allowed by law;

to receive and to provide the services as required to carry out our corporate purposes, including, without limitation, technical consulting services in the industrial, administrative, accounting, marketing or finance fields, in connection with the management, operation, construction and/or utilization of airports;

to request and obtain concessions and permits for the management, operation, construction and/or utilization of airports, as well as for providing any other services necessary for the use of such airports and for carrying out any activity which supports and is related with such purpose;

to obtain, acquire, use, license or dispose of all types of patents, certificates of invention, registered trademarks, trade names, copyright or rights with regard thereto, whether in Mexico or abroad;

to obtain all types of loans or credits, with or without specific guarantee, and to grant loans, in each case, in the ordinary course of business of the Company;

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to grant any kind of guaranty and security on issued negotiable instruments or obligations assumed by the Company or by companies in which the Company may hold ownership interests, in each case, in the ordinary course of business of the Company;

to issue any unsubscribed shares of our capital stock to be kept in our treasury in order to be delivered upon subscription thereof, as well as to execute option agreements that grant to third parties the right to subscribe and pay for our shares;

to hold, possess, sell, transfer, dispose of or lease any assets, or real or personal property that may be necessary or convenient to carry out our corporate purposes; and

generally, to carry out and perform all actions, agreements and related, incidental or ancillary transactions in furtherance of the above-mentioned purposes.

Directors

Our bylaws provide that our board of directors will have such odd number of members as determined by the shareholders meeting, which number shall not be less than seven and shall be subject to the maximum limit set forth by the Securities Market Law.

Each person (or group of persons acting together) holding 10% of our capital stock in the form of Series B shares is entitled to elect one director. The shareholders of Series BB shares will have the right to appoint two members and their respective alternates. The remaining positions on the board of directors will be filled based on the vote of all holders of Series B shares, including those Series B holders that were entitled to elect a director by virtue of their owning 10% of our capital stock. The candidates to be considered for election as directors by the Series B stockholders will be proposed to the stockholders meeting by the Nominations and Compensation Committee. All directors are elected based on a simple majority of the votes cast at the relevant stockholders meeting. Our bylaws do not currently require mandatory retirement of directors after they reach a certain age. The compensation of our directors is proposed by the Nominations and Compensation Committee to all of our stockholders at stockholders meetings for their approval.

The number of directors to be elected by the holders of Series B shares is to be determined based on the number of directors elected by persons holding Series B shares representing 10% (individually or as a group) of our capital stock and by the holders of the Series BB shares. If less than seven directors are elected by 10% stockholders exercising their right to elect one director and by the holders of the Series BB shares, the total number of directors to be elected by the Series B holders will be such number as is required to reach seven. If seven directors are elected by 10% stockholders exercising their right to elect one director and by the holders of the Series BB shares, the Series B stockholders will be entitled to elect two directors in addition to those elected by 10% stockholders. If more than seven directors are elected by 10% stockholders exercising their right to elect one director and the holders of the Series BB shares, the Series B stockholders will be entitled to elect one or two directors in addition to the directors elected by 10% stockholders (individually or as a group) (depending on which number will result in an odd number of directors).

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Authority of the Board of Directors

The powers of the board include, without limitation, the power:

- to participate in our strategic planning decisions,
- to authorize changes in our policies regarding financial structure, products, market development and organization,
- to oversee compliance with general corporate practices, our bylaws and the minority rights set forth thereunder,
- to call for stockholders meetings and act on their resolutions,
- to create special committees and grant them the powers and authority it sees fit, provided that said committees will not be vested with the authorities which by law or under our bylaws are expressly reserved for the stockholders or the board of directors,
- to determine how to vote the shares held by us in our subsidiaries,
- to appoint our chief executive officer from among the candidates proposed by the members of the Board of Directors appointed by the Series BB shareholders, and to appoint those officers other than those designated by the Series BB directors or the Operating Committee, and
- to approve, upon proposal by the Operating Committee: (i) our annual budget and that of our subsidiaries; and (ii) the master development plan and any amendments thereto for each of the airports to be submitted to the Ministry of Communications and Transportation.

Meetings of the board of directors will be validly convened and held if a majority of its members are present. Resolutions at said meetings will be valid if approved by a majority of the members of the board of directors, unless our bylaws require a higher number. The chairman has a tie-breaking vote.

Resolutions at board meetings with respect to any of the issues listed below will be valid only if approved by the members of the board of directors elected by the holders of the Series BB shares:

- approval of our financial statements and those of our subsidiaries and their submission to the stockholders meeting,
- approval of the five-year master development plans for each of the airports operated by our subsidiaries,
- annual approval of the business plan and the investment budget,

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approval of capital investments not considered in the approved annual budget for each fiscal year,
approval of any sale of assets having, individually or jointly, a value exceeding the lower of (i) U.S.$5.0 million, or (ii) 5% of the consolidated assets of the Company, but which does not exceed 20% of the consolidated assets of the Company,
incurrence of any indebtedness, whether by means of direct loans or financial leases, in an amount greater than the lower of (i) U.S.$5.0 million, or (ii) 5% of the consolidated assets of the Company, but which does not exceed 20% of the consolidated assets of the Company,
determine the manner in which the company shall vote its shares at the shareholders meeting of its subsidiaries, taking into consideration the proposal of the Operating Committee,
proposal to increase our capital or that of our subsidiaries,
approval of any sale of shares of the capital stock of our subsidiaries,
approval of any purchase or sale of shares or interests in any company, except for: (a) the acquisition of shares and/or securities issued by investment companies, and (b) the acquisition of securities through investment companies (mutual funds),
approval or amendment of our management structure,
creation of new committees, delegation of powers to the same and changes to the powers of any existing committee,
approval of our dividend policy and the application of the Company s profits and its submission to the stockholders meeting, and
appointment of the chief executive officer from among the candidates proposed by the members of the board of directors appointed by the Series BB shareholders.

Powers of Series BB Directors

The Series BB directors are entitled to:

present to the board of directors the name or names of candidates for appointment as chief executive officer,
remove the chief executive officer,
appoint and remove half of our executive officers,
appoint two members of the Operating Committee and their substitutes, and at least one member of the Acquisitions and Contracts Committee and his or her substitute, and
determine the composition of the Operating Committee.

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Our Capital Stock

The following table sets forth our authorized capital stock and our issued and outstanding capital stock as of June 9, 2009:

Capital Stock

	Authorized	Issued and outstanding
Fixed capital stock:		
Series B shares	277,050,000*	277,050,000*
Series BB shares	22,950,000*	22,950,000*
Variable capital stock:		
Series B shares		
Series BB shares		

* After giving effect to the conversion by ITA of 22,050,000 Series BB shares into 22,050,000 Series B shares in June 2007.

All ordinary shares confer equal rights and obligations to holders within each series. The Series BB shares have the voting and other rights described below.

Our bylaws provide that our shares have the following characteristics:

Series B. Series B shares currently represent 92.35% of our capital. Series B shares may be held by any Mexican or foreign natural person, company or entity.

Series BB. Series BB shares currently represent 7.65% of our capital. Series BB shares may be held by any Mexican or foreign natural person, company or entity.

Under the Mexican Airport Law and the Mexican Foreign Investments Law, foreign persons may not directly or indirectly own more than 49% of the capital stock of a holder of an airport concession unless an authorization from the Mexican Commission of Foreign Investments is obtained. We obtained this authorization in 1999 and as a consequence these restrictions do not apply to our Series B or Series BB shares.

Voting Rights and Stockholders Meetings

Each Series B share and Series BB share entitles the holder to one vote at any general meeting of our stockholders. Holders of Series BB shares are entitled to elect two members of our board of directors and holders of Series B shares are entitled to name the remaining members of the board of directors.

Under Mexican law and our bylaws, we may hold three types of stockholders meetings: ordinary, extraordinary and special. Ordinary stockholders meetings are those called to discuss any issue not reserved for extraordinary stockholders meeting. An annual ordinary stockholders meeting must be convened and held within the first four months following the end of each fiscal year to discuss, among other things, the report prepared by the Board on our financial statements, the appointment of members of the Board and the determination of compensation for members of the Board. In addition, the ordinary stockholders meeting shall meet for the approval of any transaction representing the equivalent of 20% or more of the consolidated assets of the Company.

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Extraordinary stockholders meetings are those called to consider any of the following matters:

- extension of a company s duration or voluntary dissolution,
- an increase or decrease in a company s minimum fixed capital,
- change in corporate purpose or nationality,
- any transformation, merger or spin-off involving the company,
- any stock redemption or issuance of preferred stock or bonds,
- the cancellation of the listing of our shares with the National Registry of Securities or on any stock exchange,
- amendments to a company s bylaws, and
- any other matters for which applicable Mexican law or the bylaws specifically require an extraordinary meeting.

Special stockholders meetings are those called and held by stockholders of the same series or class to consider any matter particularly affecting the relevant series or class of shares.

Stockholders meetings are required to be held in our corporate domicile, which is Mexico City. Calls for stockholders meetings must be made by the Chairman, the Secretary or any two members of the board of directors. Any stockholder or group of stockholders representing at least 10% of our capital stock has the right to request that the board of directors call a stockholders meeting to discuss the matters indicated in the relevant request. If the board of directors fails to call a meeting within fifteen calendar days following receipt of the request, the stockholder or group of stockholders representing at least 10% of our capital stock may request that the call be made by a competent court. Calls for stockholders meetings must be published in the official gazette of the federation or in one newspaper of general circulation in Mexico at least fifteen calendar days prior to the date of the meeting. Each call must set forth the place, date and time of the meeting and the matters to be addressed. Calls must be signed by whoever makes them, provided that calls made by the board of directors must be signed by the Chairman, the Secretary or a special delegate appointed by the board of directors for that purpose. Stockholders meetings will be validly held and convened without the need of a prior call or publication whenever all the shares representing our capital are duly represented.

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To be admitted to any stockholders meeting, stockholders must: (i) be registered in our share registry; and (ii) at least one business day prior to the commencement of the meeting submit (a) an admission ticket issued by us for that purpose, and (b) a certificate of deposit of the relevant stock certificates issued by the Secretary or by a securities deposit institution, a Mexican or foreign bank or securities dealer in accordance with the Mexican Securities Market Law. The share registry will be closed three days prior to the date of the meeting. Stockholders may be represented at any stockholders meeting by one or more attorneys-in-fact who may not be directors of ASUR. Representation at stockholders meetings may be substantiated pursuant to general or special powers of attorney or by a proxy executed before two witnesses.

Promptly following the publication of any call for a stockholders meeting, we will provide copies of the publication to the depositary for distribution to the holders of ADSs. Holders of ADSs are entitled to instruct the depositary as to the exercise of voting rights pertaining to the Series B shares.

Quorums

Ordinary meetings are regarded as legally convened pursuant to a first call when at least 50% of the shares representing our capital are present or duly represented. Resolutions at ordinary meetings of stockholders are valid when approved by a majority of the shares present at the meeting. Any number of shares represented at an ordinary meeting of stockholders convened pursuant to a second or subsequent call constitutes a quorum. Resolutions at ordinary meetings of stockholders convened in this manner are valid when approved by a majority of the shares present at the meeting.

Extraordinary stockholders meetings are regarded as legally convened pursuant to a first call when at least 75% of the shares representing our capital are present or duly represented. Resolutions at an extraordinary meeting of stockholders pursuant to a first call are valid if taken by the favorable vote of shares representing at least 50% of our capital. Extraordinary stockholders meetings are regarded as legally convened pursuant to a second or subsequent call when at least 50% of the shares representing our capital are present or duly represented. Resolutions at an extraordinary meeting of stockholders pursuant to a second or subsequent call are valid if taken by the favorable vote of shares representing at least 50% of our capital.

Notwithstanding the foregoing, resolutions at extraordinary meetings of stockholders called to discuss any of the issues listed below are valid only if approved by a vote of shares representing at least 75% of our capital:

- any amendment to our bylaws which: (i) changes or deletes the authorities of our committees; or (ii) changes or deletes the rights of minority stockholders,
- any actions resulting in the cancellation of the concessions granted to us or our subsidiaries by the Mexican government or any assignment of rights arising therefrom,
- termination of the participation agreement that was entered into by ITA and the Mexican government in connection with the Mexican government s sale of the Series BB shares to ITA,

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a merger by us with an entity the business of which is not related to the business of us or our subsidiaries, and

a spin-off, dissolution or liquidation of ASUR.

Our bylaws also establish the following voting requirements:

the amendment of the restrictions on ownership of shares of our capital stock requires the vote of holders of 85% of our capital stock;

a delisting of our shares requires the vote of holders of 95% of our capital stock; and

the amendment of the provisions in our bylaws requiring that a stockholder seeking to obtain control carry out a tender offer requires the vote of holders of 85% of our capital stock.

Right of Withdrawal

Any stockholder having voted against a resolution validly adopted at a meeting of our stockholders with respect to (i) a change in our corporate purpose or nationality, (ii) a change of corporate form, (iii) a merger involving us in which we are not the surviving entity or the dilution of its capital stock by more than 10%, or (iv) a spin-off, may request redemption of its shares, provided that the relevant request is filed with us within fifteen days following the holding of the relevant stockholders meeting. The redemption of the stockholders shares will be effected at the lower of (a) 95% of the average trading price determined on the closing prices of our shares over the last thirty days on which trading in our shares took place prior to the date on which the relevant resolution becomes effective, during a period not longer than six months, or (b) the book value of the shares in accordance with our most recent audited financial statements approved by our stockholders meeting. Pursuant to our bylaws, our stockholders have waived the right to redeem their variable capital contributions as provided in the Mexican General Law of Business Corporations.

Veto Rights of Holders of Series BB Shares

So long as the Series BB shares represent at least 7.65% of our capital stock, resolutions adopted at stockholders meetings with respect to any of the issues listed below will only be valid if approved by a vote of a majority of the Series BB shares:

approval of our financial statements,

liquidation or dissolution,

capital increases or decreases,

declaration and payment of dividends,

amendment to our bylaws,

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mergers, spin-offs or share-splits,
grant or amendment of special rights to series of shares, and

any decision amending or nullifying a resolution validly taken by the board of directors with respect to (i) presentation to the Board of Directors of the name or names of the candidates for appointment as Chief Executive Officer of the Company, (ii) removal of the Chief Executive Officer of the Company, (iii) appointment and removal of half of the first-level management officers in accordance with the Technical Assistance Agreement, (iv) appointment of two members of our Operating Committee and their substitutes and at least one member of the Acquisitions and Contracts Committee and his or her substitute, and (v) appointment of the members of the Operating Committee whose appointment requires the consent of the holders of the Series BB shares.

Dividends and Distributions

At our annual ordinary general stockholders meeting, the board of directors will submit to the stockholders for their approval our financial statements for the preceding fiscal year. Five percent of our net income (after profit sharing and other deductions required by Mexican law) must be allocated to a legal reserve fund until the legal reserve fund reaches an amount equal to at least 20% of our capital stock (without adjustment for inflation). Additional amounts may be allocated to other reserve funds as the stockholders may from time to time determine including a reserve to repurchase shares. The remaining balance, if any, of net earnings may be distributed as dividends on the shares of common stock. A full discussion of our dividend policy may be found in Item 8. Financial Information Dividends.

Registration and Transfer

Our shares are registered with the Mexican Securities Registry, as required under the Securities Market Law and regulations issued by the Mexican Banking and Securities Commission. In the event that the registration of our shares with the Mexican Securities Registry is cancelled, we will be required to make a public offer to purchase all outstanding shares prior to such cancellation. Unless the Mexican Banking and Securities Commission authorizes otherwise, the public offer price shall be the higher of the weighted average trading price (based on volume) for our shares for the most recent thirty days on which the price of the shares has been quoted during the six months prior to the commencement of the public offer; provided that in the event the number of days on which shares may have been quoted during such six-month period is less than thirty, the days on which the shares were effectively quoted shall be taken into consideration; or if no shares traded during such period, the book value (*valor contable*) of the shares as calculated in accordance with the most recent quarterly report submitted to the Mexican Banking and Securities Commission and to the Mexican Stock Exchange. Notwithstanding the foregoing, we may be exempted from making the public offer if (i) at least 95% of stockholders agree not to make the public offer, (ii) the aggregate amount of the public offer is lower than 300,000 investment units (*unidades de inversion* or UDIS), and (iii) sufficient resources are transferred to a trust with a minimum term of six months specifically created for purposes of purchasing, at the same price of the offer, the shares of the stockholders that do not tender their shares. Any amendments to the foregoing provisions included in our bylaws require the prior approval of the Mexican Banking and Securities Commission and approval by a resolution of an extraordinary stockholders meeting adopted by shares representing at least 95% of our outstanding capital stock.

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Series BB shares may only be transferred after conversion into Series B shares, and are subject to the following rules:

- Except with the prior authorization by the Ministry of Communications and Transportation, ITA was required to retain its interest in the Series BB shares through December 18, 2008.
- After December 18, 2008, ITA may sell in any year up to 20% of its interest in the Series BB shares.
- If ITA owns Series BB shares that represent less than 7.65% of our capital stock after December 18, 2013, those remaining Series BB shares must be converted into freely transferable Series B shares.
- If ITA owns Series BB shares representing at least 7.65% of our capital stock after December 18, 2013, those Series BB shares may be converted into Series B shares, provided the holders of at least 51% of Series B shares (other than shares held by ITA and any of its related persons) approve such conversion and vote against renewal of the technical assistance agreement.

For purposes of our bylaws, a related person means any of the following:

- persons that have control or significant influence in an entity that forms part of the corporate group or consortium to which the company belongs, as well as the directors, managers or relevant officers of the entities that form part of such group or consortium,
- persons that have executive authority in an entity that forms part of a corporate group or consortium to which the company belongs,
- the spouse, common-law spouse, blood or civil-law relatives up to the fourth degree or in-laws up to the third degree, of any individuals that fall into any of the categories described above, as well as the partners, owners and co-owners of the entities mentioned above with whom they have a business relationship,
- entities that are part of the corporate group or consortium to which the company belongs,
- entities over which any of the persons referred to in the first three bullets above exercise control or significant influence,
- in the case of ASUR, ITA, and
- in the case of ITA, its stockholders and their related persons.

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For purposes of our bylaws, control of a person means the ability of a person or group of persons to do any of the following:

- directly or indirectly impose decisions in general shareholders or owners meetings or any equivalent body or appoint or remove the majority of board members or managers of an entity,
- hold the rights that directly or indirectly allow the voting of over 50% of the capital of an entity, or
- directly or indirectly direct the management, strategy or principal policies of an entity, whether through the ownership of securities, under contract or otherwise.

Stockholder Ownership Restrictions and Antitakeover Protection

Ownership Restrictions

Holders of our shares are subject to the following restrictions:

- subject to the tender offer procedures described below, holders of Series B shares, either individually or together with their related persons, will have no ownership limitation whatsoever with regard to the shares representing such series;
- Series BB shares may represent no more than 15% of our outstanding capital stock;
- subject to the tender offer procedures described below, holders of Series BB shares, either individually or together with their related persons, may also own Series B shares without limitation,

Any amendment to the above provisions requires the vote of shares representing 85% of our capital stock.

- no more than 5% of our outstanding capital stock may be owned by air carriers; and
- foreign governments acting in a sovereign capacity may not directly or indirectly own any portion of our capital stock.

Air carriers and their subsidiaries and affiliates are not permitted, directly or indirectly, to control ASUR or any of our subsidiary concession holders.

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Change of Control and Tender Offer Procedures

Under our bylaws and applicable Mexican law, any person or group that intends to acquire, directly or indirectly, ownership of 30% or more of our ordinary shares through one or more transactions must make the acquisition through a public offer in accordance with applicable law and the following provisions of our bylaws:

- The offer must include both of our series of shares, and the consideration offered per share must be the same, regardless of the class or type of share.
- If the offeror intends to obtain control of the company, the offer must be for 100% of our capital stock, and if the offer does not imply obtaining control, then the offer must be for at least 10% of our capital stock.
- The offer must indicate the maximum number of shares it covers and, if applicable, the minimum number of shares on which the offer is conditioned.
- The offer may not provide any consideration that implies a bonus or higher price to the amount of the offer in favor of any person or group of persons related to the offeree (not including agreements that have been approved by our board of directors of the company, taking into account the opinion of our Auditing Committee, and have been disclosed to the investing public).

Such public offers will require prior approval from the majority of the members of our board of directors appointed for each one of the series of shares of our capital stock. In case the offeror intends to acquire control of the company, the provisions of the Securities Market Law relative to shareholders meetings and shareholders rights, insofar as they do not conflict with the provisions of this section, will apply.

For the purposes of the above, the following rules and procedures will apply under Mexican law and our bylaws:

- The offeror must inform us, through the board of directors, of the terms and conditions of the offer it intends to make by sending a notice to our board of directors.
- Immediately after it receives the notice, our board of directors must provide to the Mexican Stock Exchange a notice of applicable legal provisions, and make it available to all our shareholders.
- Our board of directors must prepare, considering the opinion of the Audit Committee, its opinion with regard to the price or consideration offered, any other terms and conditions of the offer and conflicts of interest, if any, that each member of the board of directors may have with respect to the offer. This opinion may include the opinion of an independent expert retained by our board.
- Our board of directors will provide this opinion to the investing public through the Mexican Stock Exchange within three months after receipt of the offer notice, at the latest.
- The members of our board of directors and our chief executive officer of the company must disclose to the investing public, along with the opinions mentioned above, as applicable, the decision they will take in connection with their own shares.

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If our board approves the terms and conditions of any offer, the offeror must obtain prior authorization from the Ministry of Communications and Transportation for the change of control prior to the commencing the public offer. See Item 4. Information on the Company Regulatory Framework Reporting, Information and Consent Requirements.

For purposes of the preceding item exclusively, and in accordance with the provisions of Article 23 of the Mexican Airport Law, a person or group of persons shall be deemed to have control when it owns 35% or more of the capital stock of the company, has control of the general shareholders meetings, or is able to appoint the majority of the members in charge of management or otherwise control the company.

If the holders of the Series BB shares express their interest in accepting an offer (which does not imply any obligation on their part to participate in such offer), the launching of the offer shall be conditioned upon obtaining prior authorizations from the Ministry of Communications and Transportation, including those relating to the transfer of the Series BB shares and the replacement of ITA in its capacity as strategic partner under the technical assistance and participation agreements.

Changes in Capital Stock

Increases and reductions of our minimum fixed capital must be approved at an extraordinary stockholders meeting, subject to the provisions of our bylaws and the Mexican General Law of Business Corporations. Increases or reductions of the variable capital must be approved at an ordinary stockholders meeting in compliance with the voting requirements of our bylaws.

We may issue unsubscribed shares that will be kept in the treasury, to be subsequently subscribed by the investing public, provided that (i) the general extraordinary shareholders meeting approves the maximum amount of the capital increase and the conditions on which the corresponding placement of shares shall be made, (ii) the subscription of issued shares is made through a public offer after registration in the National Securities Registry, complying, in either case, with the provisions of the Securities Market Law and other applicable law and (iii) the amount of the subscribed and paid-in capital of the company is announced when the company makes the authorized capital increase public. The preferential subscription right provided under Article 132 of the General Law of Business Entities is not applicable to capital increases through public offers.

In the event of a capital increase not involving a public offer, the shareholders will have a preferential right to subscribe to such increase, in proportion to the number of shares held by each at the time the increase is approved pursuant to the provisions of Article 132 of the General Law of Business Entities, as established hereinafter, unless the subscription offer is made under the provisions of Article 53 of the Securities Market Law, or in the case of an issuance of shares kept in the Treasury for conversion of debentures in terms of Article 210 bis of the General Law of Negotiable Instruments and Credit Transactions.

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Our capital stock may be reduced by resolution of a stockholders meeting taken pursuant to the rules applicable to capital increases. Our capital stock may also be reduced by repurchase of our own stock in accordance with the Securities Market Law (See Share Repurchases).

Share Repurchases

We may acquire, with prior agreement from the Board of Directors, the shares representing its capital stock or negotiable instruments that represent such shares, subject to the following conditions:

- The acquisition is carried out in the Mexican Stock Exchange.
- The acquisition and sale on the Mexican Stock Exchange is made at market price (except when dealing with public offerings or auctions authorized by the National Banking and Securities Commission).
- If the acquisition is charged against working capital, the shares may be kept by us without need of making a reduction of capital stock. Otherwise, if the acquisition is charged against the capital stock, the shares will be converted into unsubscribed shares kept in our treasury, without need of a resolution by the shareholders meeting.
- The company must announce the amount of the subscribed and paid-in capital when the amount of the authorized capital represented by the issued and unsubscribed shares is publicly announced.
- The general ordinary shareholders meeting will expressly determine for each fiscal year the maximum amount of resources that we may use to purchase our own shares or negotiable instruments that represent such shares, with the only limitation that the sum or total of the resources that may be used for such purpose may not exceed, at any time, the total balance of the net profits of the company, including retained profits.
- We are up to date in the payment of the obligations derived from debt instruments issued and registered in the National Securities Registry that we may have issued.
- The shares of the company and the negotiable instruments that represent such shares that belong to us or, if any, the shares issued and not subscribed that are kept in the treasury, may be placed among the investing public without requiring a resolution from the shareholders meeting or the board of directors. For the purposes of this paragraph, the provisions of Article 132 of the General Law of Business Entities will not apply.

Shares of the company belonging to us may not be represented or voted in shareholders meetings, nor may corporate or economic rights of any kind be exercised, nor will the shares be considered as outstanding for the purpose of determining the quorum and the votes in shareholders meetings.

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Ownership of Capital Stock by Subsidiaries

Our subsidiaries may not, directly or indirectly, invest in our shares, unless such subsidiaries acquired our shares to comply with employee stock option or stock sale plans that are established, granted or designed in favor of the employees or officers of such subsidiaries. The number of shares acquired for such purpose may not exceed 15% of our outstanding capital stock.

Liquidation

Upon our dissolution, one or more liquidators must be appointed at an extraordinary stockholders meeting to wind up our affairs. All fully paid and outstanding shares will be entitled to participate equally in any distribution upon liquidation. Partially paid shares participate in any distribution in the same proportion that such shares have been paid at the time of the distribution.

Other Provisions

Liabilities of the members of the Board of Directors

As with any other Mexican corporation, under the provisions of the Mexican Securities Market Law, we or any stockholder or group of stockholders holding at least 5% of our capital stock may directly file a civil liability action under Mexican law against the members of the board of directors.

The Mexican Securities Market Law expressly sets forth the concept of duty of care for the members of the board of directors; that is, they must act in good faith and in the company s best interest. From a practical point of view, this means that the members of the board of directors must request and review information, require the presence of relevant managers and external advisors in board meetings, postpone board meetings as a result of incomplete information, attend board meetings regularly and disclose relevant information to the board and/or the committees.

The Mexican Securities Market Law expressly sets forth the concept of duty of loyalty for the members of the board of directors, that is, that they must maintain confidentiality, avoid conflicts of interest and not favor their own interest or the interests of certain groups. From a practical point of view, the members of the board of directors must abstain from voting on issues in which they have a conflict of interest, follow guidelines for the approval of transactions with related parties, refrain from using or taking advantage of the assets of the company or its subsidiaries and refrain from using privileged information and from taking advantage of business opportunities. A lack of loyalty may result in criminal penalties of up to twelve years of imprisonment.

In accordance with the provisions of the Securities Market Law, the responsibility to indemnify for the damages and losses caused to the Company due to any lack of diligence of the members of the Board of Directors, or its Secretary or Alternate Secretary, regarding any actions or decisions of the Board of Directors or any failure of the Board to act or make a decision because the Board could not legally meet, and in general for any lack of diligence, shall not, individually or in the aggregate, exceed the amount equivalent to the total of net fees received by such individuals from the Company during the prior twelve months. Notwithstanding the foregoing, the limitation on the indemnification amount as set forth in this paragraph shall not be applicable in the event of fraud, willful misconduct, or illegal acts under the Securities Market Law and other laws.

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The Company, in any case, is required to indemnify and hold the relevant officers, members of the Board of Directors and the Secretary and Alternate Secretary harmless from any liability that they may incur with respect to third parties in the performance of their duties, which shall include (a) the indemnity amount to be paid for the damages caused by their acts to third parties and, (b) the expenses they may incur (including, without limitation, legal and advisory fees) in connection with item (a) of this paragraph, provided that such expenses are reasonable and duly documented, except in cases of fraud, willful misconduct, or illegal acts under the Securities Market Law and other laws.

Information to Stockholders

The Mexican Securities Market Law establishes that our Board of Directors must present the following reports at the annual stockholder s meeting:

- the report prepared by the Audit Committee,
- the report prepared by our Chief Executive Officer pursuant to the Mexican General Law on Business Corporations which includes (i) a report of the directors on the operations of the company during the preceding year, as well as on the policies followed by the directors and on the principal existing projects, (ii) a statement of the financial condition of the company at the end of the fiscal year, (iii) a statement showing the results of operations of the company during the preceding year, as well as changes in the company s financial condition and capital stock during the preceding year, and (iv) notes which are required to complete or clarify the above mentioned information,
- the Board s opinion on the report prepared by our Chief Executive Officer as set forth above, and
- a report explaining the principal accounting and information policies and criteria followed in the preparation of the financial information.

In addition to the foregoing, our bylaws provide that the board of directors must also prepare the information referred to above with respect to any subsidiary that represents at least 20% of our net worth (based on the financial statements most recently available).

Duration

The duration of our corporate existence is indefinite.

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Stockholders Conflict of Interest

Under Mexican law, any stockholder that has a conflict of interest with respect to any transaction must abstain from voting on such a transaction at the relevant stockholders meeting. A stockholder that votes on a transaction in which its interest conflicts with that of ASUR may be liable for damages in the event the relevant transaction would not have been approved without such stockholder s vote.

Directors Conflict of Interest

Under Mexican law, any director who has a conflict of interest with ASUR in any transaction must disclose the conflict to the other directors and abstain from voting. Any director who violates such provision will be liable to us for any resulting damages or losses. Additionally, our directors may not represent stockholders in the stockholders meetings.

MATERIAL CONTRACTS

Our subsidiaries are parties to the airport concessions granted by the Ministry of Communications and Transportation under which we are required to construct, operate, maintain and develop the airports in exchange for certain benefits. See Sources of Regulation and Scope of Concessions and General Obligations of Concession Holders under Item 4. Regulatory Framework.

We are a party to a participation agreement with ITA and the Ministry of Communications and Transportation which establishes the framework for several other agreements to which we are a party. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Arrangements with ITA.

We have entered into a technical assistance agreement and option agreement with ITA providing for management and consulting services. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Arrangements with ITA.

EXCHANGE CONTROLS

Mexico has had free market for foreign exchange since 1991 and the government has allowed the peso to float freely against the U.S. dollar since December 1994. There can be no assurance that the government will maintain its current foreign exchange policies. See Item 3. Key Information Exchange Rates.

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TAXATION

The following summary contains a description of the material anticipated U.S. and Mexican federal income tax consequences of the purchase, ownership and disposition of our Series B shares or ADSs by a beneficial holder that is a citizen or resident of the United States or a U.S. domestic corporation or that otherwise will be subject to U.S. federal income tax on a net income basis in respect of our Series B shares or ADSs and that is a non-Mexican holder (as defined below) (a U.S. holder), but it does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase our Series B shares or ADSs. In particular, the summary deals only with U.S. holders that will hold our Series B shares or ADSs as capital assets and does not address the tax treatment of special classes of U.S. holders such as dealers in securities or currencies, U.S. holders whose functional currency is not the U.S. dollar, U.S. holders that own or are treated as owning 10% or more of our outstanding voting shares, tax-exempt organizations, financial institutions, U.S. holders liable for the alternative minimum tax, securities traders who elect to account for their investment in Series B shares or ADSs on a mark-to-market basis and persons holding Series B shares or ADSs in a hedging transaction or as part of a straddle, conversion or other integrated transaction for U.S. federal income tax purposes. In addition, the summary does not address any U.S. or Mexican state or local tax considerations that may be relevant to a U.S. holder.

The summary is based upon the federal income tax laws of the United States and Mexico as in effect on the date of this Form 20-F, including the provisions of the income tax treaty between the United States and Mexico and protocol thereto (the Tax Treaty), all of which are subject to change, possibly with retroactive effect in the case of U.S. federal income tax law. Prospective investors in our Series B shares or ADSs should consult their own tax advisors as to the U.S., Mexican or other tax consequences of the purchase, ownership and disposition of the Series B shares or ADSs, including, in particular, the effect of any foreign, state or local tax laws and their entitlement to the benefits, if any, afforded by the Tax Treaty.

For purposes of this summary, the term non-Mexican holder shall mean a holder that is not a resident of Mexico and that will not hold the Series B shares or ADSs or a beneficial interest therein in connection with the conduct of a trade or business through a permanent establishment or fixed base in Mexico.

For purposes of Mexican taxation, the definition of residency is highly technical and residency results in several situations. Generally an individual is a resident of Mexico if he or she has established his or her home in Mexico, and a corporation is a resident if it is incorporated under Mexican law or it has its center of interests in Mexico.

In general, for U.S. federal income tax purposes, holders of ADSs will be treated as the beneficial owners of the Series B shares represented by those ADSs.

Taxation of Dividends

Mexican Tax Considerations

Under Mexican Income Tax Law provisions, dividends paid to non-Mexican holders with respect to our Series B shares or ADSs are not subject to any Mexican withholding tax.

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U.S. Federal Income Tax Considerations

The gross amount of any distributions paid with respect to the Series B shares or ADSs, to the extent paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes, generally will be includible in the gross income of a U.S. holder as ordinary income on the date on which the distributions are received by the depositary and will not be eligible for the dividends received deduction allowed to certain corporations under the U.S. Internal Revenue Code of 1986, as amended. To the extent that a distribution exceeds our current and accumulated earnings and profits, it will be treated as a non-taxable return of basis to the extent thereof, and thereafter as capital gain from the sale of Series B shares or ADSs. Distributions, which will be made in pesos, will be includible in the income of a U.S. holder in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date they are received by the depositary whether or not they are converted into U.S. dollars. If such distributions are converted into U.S. dollars on the date of receipt, a U.S. holder generally should not be required to recognize foreign currency gain or loss in respect of the distributions.

Subject to certain exceptions for short-term and hedged positions, the U.S. dollar amount of dividends received by an individual U.S. holder prior to January 1, 2011 with respect to the ADSs will be subject to taxation at a maximum rate of 15% if the dividends are qualified dividends. Dividends paid on the ADSs will be treated as qualified dividends if: (i) the ADSs are readily tradable on an established securities market in the United States, and (ii) the issuer was not, in the year prior to the year in which the dividend was paid, and is not, in the years in which the dividend is paid, a passive foreign investment company (PFIC). The ADSs are listed on the New York Stock Exchange, and will qualify as readily tradable on an established securities market in the United States so long as they are so listed. Based on our audited financial statements and relevant market and shareholder data, we believe that we were not treated as a PFIC for U.S. federal income tax purposes with respect to our 2008 taxable year. In addition, based on our audited financial statements and our current expectations regarding the value and nature of our assets, the sources and nature of our income, and relevant market and shareholder data, we do not anticipate becoming a PFIC for our 2009 taxable year.

The U.S. Treasury has announced its intention to promulgate rules pursuant to which holders of ADSs or common stock and intermediaries through whom such securities are held will be permitted to rely on certifications from issuers to establish that dividends are treated as qualified dividends. Because such procedures have not yet been issued, it is not clear whether we will be able to comply with them. Holders of ADSs and common shares should consult their own tax advisors regarding the availability of the reduced dividend tax rate in the light of their own particular circumstances.

Taxation of Dispositions of Shares or ADSs

Mexican Tax Considerations

Gain on the sale or other disposition of ADSs by a non-Mexican holder will not be subject to any Mexican tax. Deposits and withdrawals of our Series B shares in exchange for ADSs will not give rise to Mexican tax or transfer duties.

Gain on the sale of our Series B shares by a non-Mexican holder will generally not be subject to any Mexican tax if the transaction is carried out through the Mexican Stock Exchange or other securities markets approved by the Mexican Ministry of Finance, and provided certain requirements set forth by the Mexican Income Tax Law are complied with. Sales or other dispositions of Series B shares made in other circumstances generally would be subject to Mexican tax, except to the extent that a holder is eligible for benefits under an income tax treaty to which Mexico is a party.

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The tax exemption described in the previous paragraph will not be applicable to pre-negotiated trades executed through the facilities of a Mexican securities exchange. The exemption also will not be applicable in the case of a person or group of persons that, directly or indirectly, holds 10% or more of the shares representing our capital stock, or that holds a controlling interest in us, if in a period of 24 months, a sale of 10% or more of our fully paid shares, or of a controlling interest in us, is carried out through one or several simultaneous or successive transactions, including those carried out through derivative instruments or other similar transactions.

For a nonresident corporation or individual that does not meet the requirements summarized above, proceeds obtained from the sale or disposition of shares will be subject to a 25% tax. Under certain circumstances, nonresident corporations and individuals, alternatively, may elect to pay a 20% tax on the gain obtained from the transaction.

Under the Tax Treaty, a holder that is eligible to claim the benefits of the Tax Treaty will be exempt from Mexican tax on gains realized on a sale or other disposition of the Series B shares in a transaction that is not carried out through the Mexican Stock Exchange or such other approved securities markets, so long as the holder did not own, directly or indirectly, 25% or more of our capital stock (including ADSs) within the twelve-month period preceding such sale or other disposition.

For non-Mexican holders that do not meet the requirements referred to above, gross income realized on the sale of the Series B shares will be subject to a 5% Mexican withholding tax if the transaction is carried out through the Mexican Stock Exchange. Alternatively, a non-Mexican holder can choose to be subject to a 20% withholding rate on the net gain obtained, as calculated pursuant to Mexican Income Tax Law provisions.

U.S. Tax Considerations

Upon the sale or other disposition of the Series B shares or ADSs, a U.S. holder generally will recognize capital gain or loss in an amount equal to the difference between the amount realized on the sale or other disposition and such U.S. holder s tax basis in the Series B shares or ADSs. Gain or loss recognized by a U.S. holder on such sale or other disposition generally will be long-term capital gain or loss if, at the time of the sale or other disposition, the Series B shares or ADSs have been held for more than one year. Long-term capital gain recognized by a U.S. holder that is an individual is subject to lower rates of federal income taxation than ordinary income or short-term capital gain. The deduction of a capital loss is subject to limitations for U.S. federal income tax purposes. Deposits and withdrawals of Series B shares by U.S. holders in exchange for ADSs will not result in the realization of gain or loss for U.S. federal income tax purposes.

Gain, if any, realized by a U.S. holder on the sale or other disposition of the Series B shares or ADSs generally will be treated as U.S. source income for U.S. foreign tax credit purposes. Consequently, if a Mexican withholding tax is imposed on the sale or disposition of the Series B shares, a U.S. holder that does not receive significant foreign source income from other sources may not be able to derive effective U.S. foreign tax credit benefits in respect of these Mexican taxes. U.S. holders should consult their own tax advisors regarding the application of the foreign tax credit rules to their investment in, and disposition of, Series B shares.

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Other Mexican Taxes

There are no Mexican inheritance, succession or value added taxes applicable to the ownership, transfer or disposition of the Series B shares or ADSs by non-Mexican holders; provided, however, that gratuitous transfers of the Series B shares or ADSs may in certain circumstances cause a Mexican federal tax to be imposed upon the recipient. There are no Mexican stamp, issue, registration or similar taxes or duties payable by non-Mexican holders of the Series B shares or ADSs.

U.S. Backup Withholding Tax and Information Reporting Requirements

In general, information reporting requirements will apply to payments by a paying agent within the United States to a non-corporate (or other non-exempt) U.S. holder of dividends in respect of the Series B shares or ADSs or the proceeds received on the sale or other disposition of the Series B shares or ADSs, and a backup withholding tax may apply to such amounts if the U.S. holder fails to provide an accurate taxpayer identification number to the paying agent. Amounts withheld as backup withholding tax will be creditable against the U.S. holder s U.S. federal income tax liability, provided that the required information is furnished to the U.S. Internal Revenue Service.

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DOCUMENTS ON DISPLAY

The materials included in this annual report on Form 20-F, and exhibits hereto, may be viewed at the U.S. Securities and Exchange Commission s public reference room in Washington, D.C. Please call the Commission at 1-800-SEC-0330 for further information on the public reference rooms. The Securities and Exchange Commission maintains a World Wide Web site on the Internet at http://www.sec.gov that contains reports and information statements and other information regarding us. The reports and information statements and other information about us can also be downloaded from the Securities and Exchange Commission s website.

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Item 11. Quantitative and Qualitative Disclosures About Market Risk

Market Risk

We are principally exposed to market risks from fluctuations in foreign currency exchange rates.

Foreign Currency Exchange Rate Risk

Our principal exchange rate risk involves changes in the value of the peso relative to the dollar. Historically, a significant portion of the revenues generated by our airports (principally derived from passenger charges for international passengers) has been denominated in or linked to the U.S. dollar, although such revenues are collected in pesos based on the average exchange rate for the prior month. In 2006, 2007 and 2008, approximately 35.1%, 32.8%, and 33.0% respectively, of our consolidated revenues were derived from passenger charges for international passengers. In addition, a substantial portion of our contracts with commercial services are denominated in U.S. dollars. In 2006, 2007 and 2008, approximately 18.5%, 24.8% and 30.7%, respectively, of our consolidated revenues were derived from contracts from commercial service providers that are denominated in dollars. Substantially all of our other revenues are denominated in pesos. We estimate that substantially all of our consolidated costs and expenses are denominated in pesos (other than the salaries of our executive officers and the technical assistance fee, to the extent paid based on the fixed minimum annual payment). Based upon a 10% depreciation of the peso compared to the U.S. dollar as of December 31, 2008, we estimate that our revenues would have decreased by Ps. 104.5 million. As of December 31, 2006, 2007 and 2008, 8.2%, 9.3% and 12.4%, respectively, of our cash and marketable securities were denominated in dollars. Based upon a 10% depreciation of the peso compared to the U.S. dollar as of December 31, 2008, we estimate that the value of our cash and marketable securities would have increased by Ps. 16.9 million.

We did not have any foreign currency indebtedness at December 31, 2006, 2007 and 2008. In the event that we incur foreign currency denominated indebtedness in the future, decreases in the value of the peso relative to the dollar will increase the cost in pesos of servicing such indebtedness.

At December 31, 2006, 2007 and 2008, we did not have any outstanding forward foreign exchange contracts.

Item 12. Description of Securities Other Than Equity Securities

Not applicable.

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PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

Not applicable.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

Not applicable.

Item 15. Controls and Procedures

We have evaluated, with the participation of our chief executive officer and chief financial officer, the effectiveness of our disclosure controls and procedures as of December 31, 2008. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2008 to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the applicable rules and forms, and that it is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. The company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. We conducted an assessment of the effectiveness as of December 31, 2008 of our internal controls over financial reporting using the criteria set for in the Internal Control Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, and that the degree of compliance with the policies or procedures may deteriorate.

Based on its assessment and using the criteria discussed above, our management has concluded that the Company s internal control over financial reporting was effective as of December 31, 2008.

PricewaterhouseCoopers, the independent registered public accounting firm that has audited our financial statements, has audited the effectiveness of the Company s internal control over financial reporting as of December 31, 2008, as stated in the report attached included in Item 18 of this annual report.

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Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 16. [Reserved]

Item 16A. Audit Committee Financial Expert

Our board of directors has designated George J. Vojta, an independent director as required by the Mexican Securities Market Law and applicable NYSE listing standards, as an audit committee financial expert within the meaning of this Item 16A. See Item 6. Directors, Senior Management and Employees Directors.

Item 16B. Code of Ethics

We have adopted a code of ethics, as defined in Item 16B of Form 20-F under the Securities Exchange Act of 1934, as amended. Our code of ethics applies to our chief executive officer, chief financial officer, chief accounting officer and persons performing similar functions as well as to our other officers and employees. Our code of ethics is filed as an exhibit to this Form 20-F and is available on our website at www.asur.com.mx. If we amend the provisions of our code of ethics that apply to our chief executive officer, chief financial officer, chief accounting officer and persons performing similar functions, or if we grant any waiver of such provisions, we will disclose such amendment or waiver on our website at the same address.

Item 16C. Principal Accountant Fees and Services

Audit and Non-Audit Fees

The following table sets forth the fees billed to us by our independent auditors, PricewaterhouseCoopers, during the fiscal years ended December 31, 2007 and 2008:

	Year ended December 31,	
	2007	**2008**
	(thousands of nominal pesos)	
Audit fees	8,762	9,393
Audit-related fees		
Tax fees	187	311
Total fees	**Ps. 8,949**	**Ps. 9,704**

Audit fees in the above table are the aggregate fees billed by PricewaterhouseCoopers in connection with the audit of our annual financial statements and the review of our interim financial statements.

Tax fees in the above table are fees billed by PricewaterhouseCoopers for tax compliance.

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Audit Committee Pre-Approval Policies and Procedures

Our audit committee has not established pre-approval policies and procedures for the engagement of our independent auditors for services. Our audit committee expressly approves on a case-by-case basis any engagement of our independent auditors for audit and non-audit services provided to our subsidiaries or to us.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The table below sets forth, for the periods indicated, the total number of shares purchased by us or on our behalf, or by an affiliated purchaser or on behalf of an affiliated purchaser, the average price paid per share, the total number of shares purchased as a part of a publicly announced repurchase plan or program and the maximum number (or approximate dollar value) of shares that may yet be purchased under our plans and programs.

	(a) Total number of shares purchased[(1)]	(b) Average price paid per share in Pesos	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs
2007				
January 1-31				
February 1-28				
March 1-31				
April 1-30				
May 1-31				
June 1-30				
July 1-31				
August 1-31	7,051,000	Ps. 50.39		
September 1-30	1,707,200	Ps. 53.47		
October 1-31				
November 1-30				
December 1-31				
2007 Total	8,758,200	Ps. 50.99		
2008				
January 1-31				
February 1-29				
March 1-31				
April 1-30				
May 1-31	5,957,800	Ps. 52.07		
June 1-30	2,525,122	Ps. 52.16		
July 1-31	447,930	Ps. 52.38		
August 1-31				
September 1-30				
October 1-31				

November 1-30			
December 1-31			
2008 Total	8,930,852	Ps.	52.11

(1) Series B shares or number of Series B shares resulting from purchase of ADSs.

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All of the shares listed above were purchased by Agrupacion Aeroportuaria II, S.A. de C.V., an entity indirectly owned and controlled by Fernando Chico Pardo, our CEO and Chairman.

As of December 31, 2008, the maximum amount authorized by our stockholders for the repurchase of shares was Ps. 678.9 million.

Item 16F. Change in Registrant s Certifying Accountant

Not applicable.

Item 16G. Corporate Governance

Pursuant to Section 303A.11 of the Listed Company Manual of the New York Stock Exchange, we are required to provide a summary of the significant ways in which our corporate governance practices differ from those required for U.S. companies under the NYSE listing standards. We are a Mexican corporation with shares listed on the Mexican Stock Exchange. Our corporate governance practices are governed by our bylaws, the Securities Market Law and the regulations issued by the Mexican National Banking and Securities Commission. We also generally comply on a voluntary basis with the Mexican Code of Best Corporate Practices (Codigo de Mejores Practicas Corporativas) as indicated below, which was created in January 2001 and amended in 2006 by a group of Mexican business leaders and was endorsed by the Mexican Banking and Securities Commission. On an annual basis, we file a report with the Mexican Banking and Securities Commission and the Mexican Stock Exchange regarding our compliance with the Mexican Code of Best Corporate Practices.

The table below discloses the significant differences between our corporate governance practices and the NYSE standards.

NYSE Standards	Our Corporate Governance Practice
Director Independence. *Majority of board of directors must be independent. §303A.01*	Pursuant to the Mexican Securities Market Law, we are required to have a board of directors composed of a maximum of twenty-one members, 25% of whom must be independent. Stockholders are required to make a determination as to the independence of our directors. Our bylaws provide that our Board of Directors must be composed of such odd number of members as determined by our shareholders at the annual meeting, which shall not be less than seven and shall be subject to the maximum limit set forth by the Mexican Securities Market Law. Currently, our board has seven members, of which four are independent under the Sarbanes-Oxley Act of 2002 and as qualified by our shareholders as provided in the Mexican Securities Market Law. The definition of independence applicable to us pursuant to the Mexican Securities Market Law differs in certain respects from the definition applicable to U.S. issuers under the NYSE rules.

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NYSE Standards	Our Corporate Governance Practice
Executive Sessions. *Non-management directors must meet regularly in executive sessions without management. Independent directors should meet alone in an executive session at least once a year. §303A.03*	Our non-management and independent directors are not required to meet in executive sessions and generally do not do so. Executive sessions are not expressly recommended by the Mexican Code of Best Corporate Practices. None of our members of management are members of our Board of Directors nor our other committees, except for our CEO, who is a member of the Board of Directors, the Operating Committee, the Acquisitions and Contracts Committee and the Nominations and Compensation Committee.
Audit committee. *Audit committee satisfying the independence and other requirements of Rule 10A-3 under the Exchange Act and the more stringent requirements under the NYSE standards is required. §§303A.06, 303A.07*	We are in compliance with the independence requirements of Rule 10A-3, but the members of our Audit Committee are not required to satisfy the NYSE independence and other audit committee standards that are not prescribed by Rule 10A-3. The principal characteristics of our Audit Committee are as follows: Our Audit Committee is composed of three members, all of whom are members of our board of directors. All of the members of our Audit Committee and the committee s Chairman are independent. The Chairman of the Audit Committee is appointed and/or removed exclusively by the general shareholders meeting. Our Audit Committee operates pursuant to provisions in the Mexican Securities Market Law and our bylaws. Our Audit Committee submits an annual report regarding its activities to our Board of Directors.

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NYSE Standards	Our Corporate Governance Practice
	The duties of our Audit Committee include, among others, the following: overseeing of our internal auditing and controls systems, appointing and removing, and supervising our external auditor and establishing the scope of the external auditor s duties and responsibilities, ensuring compliance with our bylaws by officers and directors of the company and its subsidiaries, making recommendations to the Nomination and Compensation Committee with respect to the removal of directors and officers for violations of the bylaws or any other applicable legal provision, overseeing compliance with the corporate governance provisions as set forth in the General Law of Business Companies (*Ley General de Sociedades Mercantiles*), and the Mexican Securities Market Law and protection of minority shareholder rights, overseeing related-party transactions, and preparing certain periodic reports for the board of directors pursuant to the Mexican Securities Market Law and our bylaws.
Nominating/corporate governance and compensation committee. *Nominating/corporate governance committee of independent directors and compensation committee of independent directors are required. Compensation committee must approve executive officer compensation. Each committee must have a charter specifying the purpose, duties and evaluation procedures of the committee. §303A.04 and §303A.05*	Pursuant to the Mexican Securities Market Law, we are required to have a committee that performs corporate governance functions (*comite de practicas societarias*). The board has vested all such functions and responsibilities in our Audit Committee. The duties of our Audit Committee with regard to corporate practices are, among others, the following: evaluating the performance of relevant officers, reviewing related-party transactions, and determining the total compensation package of the chief executive officer.

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NYSE Standards	Our Corporate Governance Practice
	We are not required to have a nominating or a compensation committee, but the Mexican Code of Best Corporate Practices recommends that companies have an evaluation and compensation committee. Our bylaws provide for a Nominations and Compensation Committee, which we believe carries out the principal duties of an evaluation and compensation committee and a nominating/corporate governance committee. The duties of our Nomination and Compensation Committee include, among others, the following: proposing individuals to serve as directors at the shareholders meeting, proposing individuals to serve as officers to the Board of Directors, proposing compensation for directors and officers at the shareholders meeting or to the Board of Directors, as applicable, proposing for consideration at the shareholders meeting the removal of members of the Board of Directors and officers, and submitting an annual report on its activities to the Board of Directors and the shareholders. The Nomination and Compensation Committee is currently composed of three members who are appointed by the shareholders at the shareholders meeting. Pursuant to our bylaws, at least one member is appointed by the Series B shareholders and at least one member is appointed by the Series BB shareholders. Our Nomination and Compensation Committee is not required to be composed of independent directors.
Equity compensation plans. *Equity compensation plans require shareholder approval, subject to limited exemptions.*	Shareholder approval is not expressly required under our bylaws for the adoption and amendment of an equity-compensation plan. No equity-compensation plans have been approved by our shareholders.
Code of Ethics. *Corporate governance guidelines and a code of business conduct and ethics is required, with disclosure of any waiver for directors or executive officers. §303A.10*	We have adopted a code of ethics applicable to all of our directors and executive officers, which is available to you free of charge upon request and at www.asur.com.mx. We are required by Item 16B of Form 20-F to disclose any waivers

granted to our chief executive officer, chief financial officer and persons performing similar functions, as well as to our other officers/employees.

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PART III

Item 17. Financial Statements

Not applicable.

Item 18. Financial Statements

See pages F-1 through F-42. The following is an index to the financial statements:

Consolidated Financial Statements for Grupo Aeroportuario del Sureste, S.A.B. de C.V. and Subsidiaries

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Item 19. Exhibits

Documents filed as exhibits to this annual report:

Exhibit No.	Description
1.1	An English translation of the Amended and Restated Bylaws (*Estatutos Sociales*) of the Company (incorporated by reference to our Form 20-F/A filed on July 31, 2007).
2.1	Deposit Agreement among the Company, The Bank of New York and all registered holders from time to time of any American Depositary Receipts, including the form of American Depositary Receipt (incorporated by reference to our registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).
3.1	Trust Agreement among the Company, ITA and Bancomext, together with an English translation (incorporated by reference to our registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).
3.2	Amendment dated May 15, 2007 to the Trust Agreement dated November 18, 1998 among the Company, ITA and Bancomext, English translation (incorporated by reference to our Form 20-F/A filed on July 31, 2007).
4.1	Amended and Restated Cancún Airport Concession Agreement and annexes thereto, together with an English translation and a schedule highlighting the differences between this concession and the Company s other concessions (incorporated by reference to our registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).
4.2	Participation Agreement among the Company, the Mexican Federal Government through the Ministry of Communications and Transportation, Nacional Financiera, S.N.C. (NAFIN), Servicios Aeroportuarios del Sureste, S.A. de C.V., Aeropuerto de Cancún, S.A. de C.V., Aeropuerto de Cozumel, S.A. de C.V., Aeropuerto de Huatulco, S.A. de C.V., Aeropuerto de Mérida, S.A. de C.V., Aeropuerto de Minatitlán, S.A. de C.V., Aeropuerto de Oaxaca, S.A. de C.V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V., Triturados Basalticos y Derivados, S.A. de C.V., Copenhagen Airports, Cintra Concesiones de Infraestructuras de Transporte, S.A., Groupe GTM, S.A., Inversiones y Tecnicas Aeroportuarias, S.A. de C.V. (ITA), Banco Nacional de Comercio Exterior, S.N.C. (Bancomext) and ASA, together with an English translation (incorporated by reference to our registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).
4.3	Amendment to the Participation Agreement, the Shareholders Agreement and the Technical Assistance Agreement among the Mexican Federal Government through the Ministry of Communications and Transportation, NAFIN, Bancomext, the Company, Servicios Aeroportuario del Sureste, S.A. de C.V., Aeropuerto de Cancún, S.A. de C.V., Aeropuerto de Cozumel, S.A. de C.V., Aeropuerto de Huatulco, S.A. de C.V., Aeropuerto de Mérida, S.A. de C.V., Aeropuerto de Minatitlán, S.A. de C.V., Aeropuerto de Oaxaca, S.A. de C.V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V. and Aeropuerto de Villahermosa, S.A. de C.V.; ITA, Triturados Basalticos y Derivados, S.A. de C.V., Copenhagen Airports, Cintra Concesiones de Infraestructura de Transporte, S.A. de C.V. and Groupe GTM, S.A. (incorporated by reference to our

registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).

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Exhibit No.	Description
4.4	Second Amendment dated April 30, 2007 to the Participation Agreement dated December 18, 1998 among the Company, the Mexican Federal Government through the Ministry of Communications and Transportation, NAFIN, Servicios Aeroportuarios del Sureste, S.A. de C.V., Aeropuerto de Cancún, S.A. de C.V., Aeropuerto de Cozumel, S.A. de C.V., Aeropuerto de Huatulco, S.A. de C.V., Aeropuerto de Mérida, S.A. de C.V., Aeropuerto de Minatitlán, S.A. de C.V., Aeropuerto de Oaxaca, S.A. de C.V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V., Triturados Basalticos y Derivados, S.A. de C.V., Copenhagen Airports, Cintra Concesiones de Infraestructuras de Transporte, S.A., Groupe GTM, S.A., ITA, Bancomext, ASA and Fernando Chico Pardo, English translation (incorporated by reference to our Form 20-F/A filed on July 31, 2007).
4.5	Technical Assistance and Transfer of Technology Agreement among the Company, Servicios Aeroportuarios del Sureste, S.A. de C.V., Aeropuerto de Cancún, S.A. de C.V., Aeropuerto de Cozumel, S.A. de C.V., Aeropuerto de Huatulco, S.A. de C.V., Aeropuerto de Mérida, S.A. de C.V., Aeropuerto de Minatitlán, S.A. de C.V., Aeropuerto de Oaxaca, S.A. de C.V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V., Triturados Basalticos y Derivados, S.A. de C.V., Copenhagen Airports, Cintra Concesiones de Infraestructuras de Transporte, S.A., VINCI, S.A. and ITA, together with an English translation (incorporated by reference to our registration statement on Form F-1 (File No. 333-12486) filed on September 7, 2000).
4.6	Amendment, dated January 1, 2008 to the Technical Assistance and Transfer of Technology Agreement among the Company, Grupo Servicios Aeroportuarios del Sureste, S.A. de C.V., Aeropuerto de Cancún, S.A. de C.V., Aeropuerto de Cozumel, S.A. de C.V., Aeropuerto de Huatulco, S.A. de C.V., Aeropuerto de Mérida, S.A. de C.V., Aeropuerto de Minatitlán, S.A. de C.V., Aeropuerto de Oaxaca, S.A. de C.V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V., Copenhagen Airports, Fernando Gerardo Chico Pardo and ITA (incorporated by reference to our Form 20-F filed on July 20, 2008).
8.1	List of material subsidiaries of the Company.
11.1	Code of Ethics (incorporated by reference to our Form 20-F filed on June 16, 2004).
12.1	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certifications of Chief Financial Officer and Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Grupo Aeroportuario del Sureste, S.A.B. de C.V.

By: /s/ Adolfo Castro Rivas
Name: Adolfo Castro Rivas
Title: Chief Financial Officer

Dated: June 10, 2009

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Grupo Aeroportuario del Sureste, S. A. B. de C. V., and its subsidiaries:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, and of changes in stockholder s equity present fairly, in all material respects, the financial position of Grupo Aeroportuario del Sureste, S. A. B. de C. V. and its subsidiaries (the Company), at December 31, 2008 and 2007, and the consolidated results of their operations for each of the three years in the period ended December 31, 2008, 2007 and 2006, and the consolidated statement of changes in the financial position for the years ended December 31, 2007 and 2006, respectively and the consolidated statement of cash flows for the year ended the December 2008, in conformity with Mexican Financial Reporting Standards, as adopted by Mexico (MFRS). Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Report on Internal Control Over Financial Reporting appearing under Item 15. Our responsibility is to express opinions on these consolidated financial statements and on the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and auditing standards generally accepted in Mexico. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall consolidated financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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As explained in Note 2, beginning on January 1st, 2008, four new Mexican Financial Reporting Standards became effective. These are: a) B-10 Inflationary effects, b) B-2 Statement of cash flows, c) D-3 Employee benefits, and d) D-4 Income tax. Specific details of these standards and the effects of their prospective adoption from 2008 are described in such note.

MFRS vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 18 to the consolidated financial statements.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers, S. C.

Mexico City, May 29, 2009

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GRUPO AEROPORTUARIO DEL SURESTE, S. A. B. DE C. V. AND SUBSIDIARIES
(SOUTHEAST AIRPORT GROUP)
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2007 AND 2008

(Expressed in thousands of Mexican Pesos, as explained in Note 2)

	2007	2008
ASSETS		
Current assets:		
Cash and marketable securities	Ps. 1,925,697	Ps. 1,733,512
Trade and other receivables, net (Note 4)	279,415	361,200
Recoverable taxes and other current assets	328,498	699,229
Total current assets	2,533,610	2,793,941
Land, machinery, furniture and equipment, net (Note 5)	541,604	1,080,812
Direct commercial operations rights, net of accumulated amortization of Ps. 59,401 and Ps.75,566 , respectively	26,931	10,766
Airport concessions, net of accumulated amortization of Ps. 2,271,861 and Ps. 2,476,739, respectively (Notes 6 and 7)	8,037,900	7,833,022
Rights to use airport facilities, net of accumulated amortization of Ps. 767,736 and Ps. 822,373, respectively (Notes 6 and 7)	2,189,975	2,123,865
Improvements to concessioned assets, net (Note 8)	3,128,619	3,225,390
Recoverable asset tax		107,469
Deferred flat rate business tax (Note 13)	217,442	199,329
Total assets	Ps. 16,676,081	Ps. 17,374,594
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Trade accounts payable	Ps. 17,073	Ps. 10,022
Accrued expenses and other payables (Note 9)	299,929	611,548
Total current liabilities	317,002	621,570
Seniority premiums	8,494	7,473
Deferred income tax and employees statutory profit sharing (Note 13)	1,138,475	1,091,206
Deferred flat rate business tax (Note 13)	706,583	699,349
Total liabilities	2,170,554	2,419,598
Commitments and contingencies (Note 16)		

Stockholders equity (Note 10):		
Capital stock	12,799,204	12,799,204
Legal reserve	167,926	194,044
Reserve for repurchase of stock		
Retained earnings	1,538,397	1,961,748
Total stockholders equity	14,505,527	14,954,996
Total liabilities and stockholders equity	Ps. 16,676,081	Ps. 17,374,594

The eighteen notes are an integral part of these consolidated financial statements, which were authorized for issuance on April 13, 2009, by the executive that signed completely these consolidated financial statements and its notes.

C.P.A. Adolfo Castro Rivas
Chief Financial and Strategic Planning Officer
Grupo Aeroportuario del Sureste, S. A. B. de
C. V.

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GRUPO AEROPORTUARIO DEL SURESTE, S. A. B. DE C. V. AND SUBSIDIARIES
(SOUTHEAST AIRPORT GROUP)
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2006, 2007 AND 2008
(Expressed in thousands of Mexican Pesos, as explained in Note 2, except per share amounts)

	For the years ended December 31,		
	2006	2007	2008
REVENUES:			
Aeronautical services	Ps. 1,647,594	Ps. 1,890,950	Ps. 2,101,879
Non-aeronautical services	675,530	894,941	1,066,828
Total revenues	2,323,124	2,785,891	3,168,707
OPERATING EXPENSES:			
Cost of services, excluding depreciation and amortization	665,275	743,642	810,101
Technical assistance fee	73,707	91,945	104,485
Government concession fee	116,007	139,294	154,752
General and administrative expenses	101,156	104,019	114,159
Depreciation and amortization	506,124	540,821	601,513
Total cost and operating expenses	1,462,269	1,619,721	1,785,010
COMPREHENSIVE FINANCING RESULT:			
Interest income, net	103,322	106,482	137,454
Exchange gains, net	4,106	1,612	36,818
Loss from monetary position	(91,642)	(92,950)	
Net comprehensive financing income	15,786	15,144	174,272
Non ordinary items, net of deferred income of Ps. 2,557 in 2006 (Note 1)	(16,242)	(2,385)	(9,734)
Income before taxes	860,399	1,178,929	1,548,235
Provisions for (Note 13):			
Asset tax	44,935	21,899	60,091
Income tax	267,497	145,528	349,571
Flat rate business tax		489,141	89,104

Net income	Ps. 547,967	Ps. 522,361	Ps. 1,049,469
Earnings per share (Note 10)	Ps. 1.83	Ps. 1.74	Ps. 3.50

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GRUPO AEROPORTUARIO DEL SURESTE, S. A. B. DE C. V. AND SUBSIDIARIES
(SOUTHEAST AIRPORT GROUP)
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY
FOR THE YEARS ENDED ON DECEMBER 31, 2006, 2007 AND 2008
(Expressed in thousands of Mexican Pesos, as explained in Note 2)

	Capital stock	Legal reserve	Reserve for repurchase of stock	Retained earnings	Total stockholders equity
Balance at December 31, 2005	Ps. 12,799,204	Ps. 110,705	Ps. 545,232	Ps. 608,045	Ps. 14,063,186
Transfer to legal reserve		30,081		(30,081)	
Transfer to reserve for repurchase of stock			263,732	(263,732)	
Dividends paid				(218,582)	(218,582)
Income tax paid on dividends				(89,283)	(89,283)
Comprehensive income				547,967	547,967
Balance at December 31, 2006	12,799,204	140,786	808,964	554,334	14,303,288
Transfer to legal reserve		27,140		(27,140)	
Transfer to reserve for repurchase of stock			194,464	(194,464)	
Reserve for repurchase of stock cancellation			(1,003,428)	1,003,428	
Dividends paid				(231,249)	(231,249)
Income tax paid on dividends				(88,873)	(88,873)
Comprehensive income				522,361	522,361
Balance at December 31, 2007	12,799,204	167,926		1,538,397	14,505,527
Transfer to legal reserve		26,118		(26,118)	
Dividends paid				(600,000)	(600,000)
Comprehensive income				1,049,469	1,049,469
Balance at December 31, 2008	Ps. 12,799,204	Ps. 194,044	Ps.	Ps. 1,961,748	Ps. 14,954,996

The eighteen notes are an integral part of these consolidated financial statements, which were authorized for issuance on April 13, 2009, by the executive that signed completely these consolidated financial statements and its notes.

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Grupo Aeroportuario del Sureste, S. A. B. de
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GRUPO AEROPORTUARIO DEL SURESTE, S. A. B. DE C. V. AND SUBSIDIARIES
(SOUTHEAST AIRPORT GROUP)
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2008
(Expressed in thousands of Mexican Pesos, as explained in Note 2)

		For the year ended December 31, 2008
Operating activities:		
Income before taxes	Ps.	1,548,235
Items related to investing activities:		
Depreciation and amortization		601,513
Cancellation of deferred employee s statutory profit sharing		(37,496)
Interest income		(139,679)
Trade receivables		(81,785)
Recoverable taxes and other current assets		(137,836)
Income taxes paid		(178,966)
Trade accounts payable, accrued expenses and other payables		(18,814)
Net cash flow provided by operating activities		1,555,172
Investing activities:		
Purchase of improvements to concessioned assets, land, machinery, furniture and equipment		(935,772)
Interest income		139,679
Net cash flow used in investing activities		(796,093)
Financing activities:		
Dividends paid		(600,000)
Tax on dividends paid		(351,264)
Net cash flow used in financing activities		(951,264)
Decrease in cash and marketable securities		(192,185)
Cash and marketable securities, beginning of period		1,925,697
Cash and marketable securities, end of period	Ps.	1,733,512

The eighteen notes are an integral part of this consolidated financial statement, which was authorized for issuance on April 13, 2009, by the executive that signed completely this consolidated financial statement and its notes.

C.P.A. Adolfo Castro Rivas
Chief Financial and Strategic Planning Officer
Grupo Aeroportuario del Sureste, S. A. B. de
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GRUPO AEROPORTUARIO DEL SURESTE, S. A. B. DE C. V. AND SUBSIDIARIES
(SOUTHEAST AIRPORT GROUP)
CONSOLIDATED STATEMENTS OF CHANGES IN FINANCIAL POSITION
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2007
(Expressed in thousands of Mexican Pesos in purchasing power as of December 31, 2007)

	For the years ended December 31,	
	2006	2007
Operating activities:		
Net income	Ps. 547,967	Ps. 522,361
Adjustments to reconcile net income to resources provided by (used in) operating activities:		
Depreciation and amortization	506,124	540,821
Deferred income tax	267,497	80,890
Deferred flat rate business tax		489,141
Changes in operating assets and liabilities:		
Trade receivables	(68,614)	(35,020)
Recoverable taxes and other current assets	5,503	(44,258)
Recoverable asset tax	(80,979)	
Trade accounts payable, accrued expenses and other payables	(107,094)	68,691
Resources provided by operating activities	1,070,404	1,622,626
Financing activities:		
Dividends paid	(218,582)	(231,249)
Tax on dividends paid	(89,283)	(88,873)
Resources used in financing activities	(307,865)	(320,122)
Investing activities:		
Purchase of improvements to concessioned assets, land, machinery, furniture and equipment	(1,129,915)	(665,160)
Resources used in investing activities	(1,129,915)	(665,160)
Increase in cash and marketable securities	(367,376)	637,344
Cash and marketable securities, beginning of period	1,655,729	1,288,353
Cash and marketable securities, end of period	Ps. 1,288,353	Ps. 1,925,697

The eighteen notes are an integral part of these consolidated financial statements, which were authorized for issuance on April 13, 2009, by the executive that signed completely these consolidated financial statements and its notes.

C.P.A. Adolfo Castro Rivas
Chief Financial and Strategic Planning Officer
Grupo Aeroportuario del Sureste, S. A. B. de
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GRUPO AEROPORTUARIO DEL SURESTE, S. A. B. DE C. V. AND SUBSIDIARIES
(SOUTHEAST AIRPORT GROUP)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of Mexican Pesos, as explained in Note 2, except per share and share amounts)

1. Formation and Description of Business

Grupo Aeroportuario del Sureste, S. A. B. de C. V. (ASUR), a Mexican company, was incorporated in April 1998, as a wholly-owned entity of the Mexican government to operate, maintain and develop nine airports in the Southeast region of Mexico. The nine airports are located in the following cities: Cancún, Cozumel, Mérida, Huatulco, Oaxaca, Veracruz, Villahermosa, Tapachula and Minatitlán. ASUR and its subsidiaries are collectively referred to as the Company .

In June 1998, the Ministry of Communications and Transportation granted to subsidiaries of ASUR the concessions to operate, maintain and develop the nine airports of the Southeast group for a period of 50 years commencing on November 1, 1998, for Ps.12,710,426 (December 31, 2007 constant pesos), excluding value added tax. The concession period may be extended by the parties under certain circumstances. The acquisition cost of the airport concessions was paid through capitalization of liabilities assumed by the Mexican federal government and subsequently the issuance of capital stock of ASUR.

Notwithstanding the Company s rights to operate, maintain and develop the nine airports, pursuant to the Mexican General Law of National Assets, all the permanent fixed assets in the airports are owned by the Mexican nation. Upon expiration of the Company s concessions, these assets, including any improvements made during the term of the concessions, automatically revert to the Mexican nation.

In December 1998 and in March 1999, the Mexican government sold an aggregate 15% equity interest in ASUR to Inversiones y Técnicas Aeroportuarias, S. A. de C. V. (ITA), pursuant to a public bidding process. ITA, an entity owned by Mr. Fernando Chico Pardo and 49% by Copenhagen Airport, paid the Mexican government an aggregate of Ps.1,165,076 (nominal), excluding interest, in exchange for: (i) 45,000,000 Class I Series BB shares representing 15% of ASUR s capital stock; (ii) options to purchase newly issued shares representing 2%, 2% and 1% of total shares outstanding at the time of exercise, each determined on a fully diluted basis, from December 18, 2001 to December 18, 2005; and (iii) the right and obligation to enter into several agreements, including a technical assistance agreement, under terms established during the bidding process. As of December 31, 2005 all options were forfeited (see Note 10).

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With respect to the ASUR shares not held by ITA, on September 28, 2000, the Mexican government held a public offer for 221,739,130 Series B shares representing 73.9% ASUR s shares. On March 8, 2005, the Mexican government held a public offer for 33,260,870 Series B shares representing 11.1% ASUR s remaining shares it owned. As of December 31, 2006, ASUR s shareholders are represented by public investors (85%) and ITA (15%).

Series BB shares held by ITA grant ITA certain rights including the right to name two members of the Board of Directors of the Company, and veto rights with respect to certain corporate shares. The technical assistance contract grants ITA certain rights including the right to name and remove the chief executive officer, and half the members of the Company s Executive Management.

On April 27, 2006, in compliance with the provisions of the Mexican Stock Market Law *(Ley del Mercado de Valores)* published on December 30, 2005, the Company s shareholders resolved at an Extraordinary General Meeting to change the name of the Company from Grupo Aeroportuario del Sureste, S.A. de C.V. to Grupo Aeroportuario del Sureste, S. A. B. de C. V. They also amended the Company bylaws to reflect the new composition, organization and functions of the Company s corporate governance bodies and the new rights of minority shareholders.

On March 29, 2007, ITA approved the conversion of 7.35% of the BB series shares into B series shares.

On June 19, 2007, the tender offers initiated by Mr Fernando Chico Pardo in the United States and Mexico for our Series B shares expired, and as result, Agrupacion Aeroportuaria Internacional, S. A. de C. V. and Agrupacion Aeroportuaria Internacional II, S. A. de C. V. , entities indirectly owned and controlled by Fernando Chico Pardo, acquired 19.91% Series B shares.

In addition, ITA, an entity owned 51% by Mr. Fernando Chico Pardo and 49% by Copenhagen airports A/S, holds Series BB shares representing 7.65% of our capital stock which provide it with special management rights. (see Note 10).

At December 31, 2008, ASUR s capital stock was represented by the investing public (72.44%), Inversiones y Técnicas Aeroportuarias, S. A. de C. V. (7.65%), Agrupación Aeroportuaria Internacional, S. A. de C. V. (7.35%) and Agrupación Aeroportuaria Internacional II, S. A. de C. V. (12.56%).

In October 2005, Hurricane Wilma caused severe damage to large portions of Cancun, Mexico. The storm resulted in extensive flooding in Cancun and Cozumel airports, severe damage in Terminal 1 building and damage (electrical installations, other equipment, etc.) in Terminal 2 building and corporate offices building in Cancun airport.

As a result, as of December 31, 2005, the Company wrote off the Terminal 1 building, provided for the estimated restoration costs for the Terminal 2 building and the corporate offices building in Cancun airport, and incurred other losses.

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In July 2006, the Company was instructed by the Mexican Government to repair the Terminal 1 building and therefore the Company reversed a portion of the 2005 write-off related to certain assets of Terminal 1 which were once again to be placed in service. In addition, during 2006, the Company recognized the actual restoration costs on the Terminal 2 building and corporate offices and the insurance remaining settlements amounts. As of December 31, 2006, the balance of the account receivable from the insurance Company had been collected.

During August 2007, Hurricane Dean hit the Yucatan Peninsula, and even though Cancun, Cozumel and Merida Airports infrastructure was not damaged, the Company incurred certain restoration costs that were classified as non-ordinary loss on natural disasters in the results of operations of the year as indicated in the table below.

The components of the non-ordinary items for the years ended December 31, 2006, 2007 are as follows:

	2006	2007
Terminal 1 building write-off (reversal)	Ps. (50,369)	Ps.
Restoration costs	62,296	2,385
Other losses for natural disasters in other airports	1,579	
Insurance recovery	(3,633)	
Deferred taxes	(2,557)	
Net loss on natural disasters	7,316	2,385
Restructuring and contract termination fees	8,926	
Net non ordinary items	Ps. 16,242	Ps. 2,385

2. Basis of preparation

The accompanying consolidated financial statements have been prepared to comply with the Mexican Financial Reporting Standards (MFRS). The Company has prepared its income statement classifying it by the function of their components, since the global classification of costs and expenses in general allows for an understanding of the most important allocations related to the main activity.

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Beginning on January 1, 2008, the following MFRS issued by the Mexican Financial Reporting Standards Board (CINIF by its Spanish acronym), have been adopted by the Company for the preparation of these consolidated financial statements. The new accounting policies are as follows:

Mexican Financial Reporting Standards B-10 Inflation Effects (MFRS B-10)

The provisions of the MFRS B-10 define the concept of the economic environment as either inflationary or non-inflationary. On this basis, as of 2008, the Mexican economy is considered non-inflationary environment, as accumulated inflation over the previous three years is below 26% (the higher limit for an economy to be considered as non-inflationary). Consequently, as of January 1st, 2008, we are required to suspend recognition of the effects of inflation in our financial reporting (suspension of inflationary accounting). As a result, the figures at December 31, 2008, contained in the attached consolidated financial statements are presented in historical Mexican pesos, modified by the effects of inflation on the financial information recognized up to December 31, 2007. The figures as of December 31, 2007, are expressed in Mexican pesos at the purchasing power on that date.

In 2008, the Company did not recognize inflationary effects due to the fact that accumulated inflation for the last three years is 11.56%, and therefore we are considered to be operating in a non-inflationary environment.

Mexican Financial Reporting Standard B-2 Cash flow statement (MFRS B-2)

In accordance with the provisions of MFRS B-2, the Company has prepared a consolidated cash flow statement as a basic financial statement for the year ending December 31, 2008. This shows the inflows and outflows of cash that represent the Company s generation or application of earnings during the year, classified according to whether they are for operating, investing or financing purposes. For this purpose, the Company has used the indirect method, which presents consolidated profit or loss before taxes, adjusted for the effects of operations in previous periods that have been charged or paid for during the current period and of operations in the current period that will be charged or paid for in the future. The provisions of this MFRS are intended for a prospective application. Up to December 31, 2007, the consolidated statement of changes in financial situation was presented as a basic financial statement, which classifies changes in financial situation according to operating, financing and investment activities. This statement is presented in pesos at the purchasing power as of that date.

Mexican Financial Reporting Standard D-3 Employee benefits (MFRS D-3)

The new provisions of MFRS D-3, applicable prospectively as of January 1st, 2008, have created the following changes, among others:

The reduction of amortization periods for items corresponding to past services which are now amortized over a five-year term. Up to December 31, 2007, past services were amortized based on an estimate of employees service period.

In addition, the provision of the new MFRS required the cancellation of the additional liability and its counterpart of intangible assets.

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The determination of deferred Employee Profit Sharing (PTU) is based on the assets and liabilities method with an integral approach; and they are recognized when it is probable that these benefits will be paid or recovered from employees rendering services in the future.

Mexican Financial Reporting Standard D-4 Income Tax (MFRS D-4)

The changes established in the new MFRS D-4 require, among other things, the reclassification to retained earnings of the balance corresponding to the accumulated deferred income tax effect, which originated upon initial adoption of the deferred tax standard.

IFRIC-12 Concessions (IFRIC-12):

As of 2008, the Company has adopted supplementarily the guidelines of the International Financial Reporting Interpretation Committee (IFRIC) contained in interpretation Number 12 Concessions (IFRIC-12), which establishes the rules for classifying and recording assets under concession, their amortization and maintenance. IFRIC-12, which came into effect on January 1, 2008, is applied supplementarily in Mexico, as established in MFRS A-8 Complementary Status.

The result of the aforementioned adoption was the separate presentation of improvements to assets under concession from machinery, furniture and equipment, where it was previously presented on the consolidated balance sheet. IFRIC-12 had no effect on the consolidated results of the Company or its subsidiaries for the year ending December 31, 2008.

The attached consolidated financial statement and their notes were authorized for publication on February 18th, 2009, by the Company s Audit Committee except for Note 18 which was approved on March 19th, 2009.

3. Summary of significant Mexican FRS accounting policies

Below is a summary of the most significant accounting policies, which have been consistently applied in the years reported on, unless otherwise indicated. As explained in Note 2, the figures as of December 31, 2008, in the attached consolidated financial statements are presented in historical Mexican pesos, modified for the effects of inflation on the financial information recognized as of December 31, 2007. The figures as of December 31, 2007 and 2006 are expressed in Mexican pesos at the purchasing power of December 31, 2007.

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a) Basis of presentation

The consolidated subsidiaries of the Company are:

Subsidiary	Ownership interest (direct and indirect) 2007	2008
Aeropuerto de Cancún, S. A. de C. V.	99.99%	99.99%
Aeropuerto de Cozumel, S. A. de C. V.	99.99%	99.99%
Aeropuerto de Mérida, S. A. de C. V.	99.99%	99.99%
Aeropuerto de Huatulco, S. A. de C. V.	99.99%	99.99%
Aeropuerto de Oaxaca, S. A. de C. V.	99.99%	99.99%
Aeropuerto de Veracruz, S. A. de C. V.	99.99%	99.99%
Aeropuerto de Villahermosa, S. A. de C. V.	99.99%	99.99%
Aeropuerto de Tapachula, S. A. de C. V.	99.99%	99.99%
Aeropuerto de Minatitlán, S. A. de C. V.	99.99%	99.99%
RH Asur, S. A. de C. V. (*)		99.99%
Servicios Aeroportuarios del Sureste, S. A. de C. V.	99.99%	99.99%

(*) Company incorporated on February 1, 2008, with an indefinite duration and whose principal activity is to provide professional services.

All significant balances and transactions among the consolidated companies have been eliminated. The consolidation was carried out on the basis of audited financial statements of the subsidiaries (See Note 15).

The preparation of consolidated financial statements in conformity with Mexican Financial Reporting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The significant estimates and assumptions include the estimated fair value of environmental liabilities assumed.

b) Cash and marketable securities

Cash and marketable securities include cash and temporary investments in securities convertible into cash in the short term (less than one year). As of December 31, 2008 and 2007, cash and temporary investments consisted primarily of money market accounts and short-term bonds issued by the Mexican government that are valued at market price.

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c) Derivatives

The Company identified an embedded derivative in the currency component associated with an operating lease contract, whose revenues are denominated in U.S. dollars, entered into between parties whose functional currency is the Mexican peso. These were classified as trading derivatives.

d) Machinery, furniture and equipment, net

As of December 31, 2008, the machinery, furniture and equipment are expressed as follows: i) acquisition subsequent to January 1, 2008 at their historical cost and ii) acquisitions until December 31, 2007 at their restated value determined by applying CPI factors up to December 31, 2007. Consequently, at December 31, 2008, the property, plant and equipment are expressed at their modified historical costs.

Depreciation of machinery, furniture and equipment is based upon the restated carrying value of the assets and is recognized using the straight-line method over the lesser of the concession term and the estimated useful lives of the assets. The useful lives of the Company s machinery, furniture and equipment are as follows:

	Years
Machinery and equipment	10
Office furniture and equipment	10
Computer equipment	3
Automotive equipment	4
Other	Various

When assets are retired or otherwise disposed of, the restated cost and accumulated depreciation are removed from the accounts and any gain or loss is recorded in results of operations.

Maintenance and repairs are expensed as incurred. Cost of major replacements and improvements are capitalized.

e) Rights to use airport facilities, environmental liabilities and airport concessions

Rights to use airport facilities and airport concessions include the acquisition of the nine airport concessions and the rights acquired from Cancun Air, Dicas and Aeropremier. Although the Company has, through its concessions, the rights to operate, maintain and develop the nine airports, all the permanent fixed assets in the airports are owned by the Mexican nation. Upon termination of the Company s concessions, these assets, including any improvements made during the term of the concessions automatically revert to the Mexican nation.

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The acquisition costs of the nine airports concessions and the acquisition costs of rights acquired from others entities were allocated to the rights to use the airport facilities and to certain environmental liabilities assumed with the excess acquisition cost recorded as airport concessions. The amounts allocated to the rights to use the airport facilities were based on the depreciated replacement cost of the assets as determined by an independent appraiser. The amounts allocated to the environmental liabilities assumed were based on management s best estimate of the actual costs to be incurred and reflect the terms of the agreement with the environmental authorities (see Note 6).

Actually, the rights to use airports facilities, improvements to concessioned assets and airports concessions are expressed as follows: i) acquisition subsequent to January 1, 2008 at their historical cost and ii) acquisitions until December 31, 2007 at their restated value determined by applying CPI factors cost up to December 31, 2007. Consequently, at December 31, 2008, rights to use airports facilities, improvements to concessioned assets and airports concessions are expressed at their modified historical costs.

The rights to use the airports facilities are being amortized on a straight-line basis over the estimated remaining useful lives of the underlying assets. The amounts allocated to the airports concessions are being amortized on a straight-line basis over the life of the concessions and the rights acquired.

f) Review of the book value of long lived assets

The Company estimates the recoverable value of the rights to use airport facilities, airport concessions and improvements to concessioned assets to be the estimated discounted future net cash flows from the nine airport concessions in the aggregate as the Company is not permitted to dispose of or cease operating any individual airport. If the carrying value of the assets exceeds the recoverable value an impairment loss is recognized. As of December 31, 2007 and 2008, the recoverable value exceeded the carrying value.

The procedures and criterion used by the Company are in line with the provisions of Bulletin C-15, Impairment in the Value of Long-lived Assets and Their Disposal .

g) Employees Benefits.- Seniority premiums and employee severance pay.

Seniority premiums, to which employees are entitled upon termination of employment after 15 years of service and severance payments, which represent 20 days of salary for each year of services rendered, are recorded as a cost of the years in which the respective services are rendered, based on actuarial studies carried out using the projected unit credit method.

The provision for severance payments as a result of involuntary redundancies is calculated using the projected unit credit method. The initial effect is recognized over the average working life of employees, in accordance with the accounting principle, and it therefore has no significant effects on the consolidated results of the year, affecting mainly deferred assets and long-term liabilities.

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With regard to items pending amortization as of December 31, 2007, which are known as transition liabilities and include the labor cost for past services and actuarial gains (losses) pending amortization, these are amortized as of January 1, 2008, over a period of five years instead of over the estimated service period of the employee, as until 2007.

As of January 1, 2008, actuarial studies of employee benefits incorporate the hypothesis of compensation increase as a part of defined benefits liability. Similarly, as of that date, the additional liability and its corresponding intangible assets were canceled, as was the component in accounting equity recognized prior to December 31, 2007.

As of January 1, 2008, the Company incorporated the treatment of the Employees statutory profit sharing (PTU) current and deferred, as an expense relating to labor obligations instead of a tax on profits. Deferred PTU is recorded only for those differences that exist between the net profit of the accounting year and the tax year applicable for PTU purposes, which are reasonably assumed will create a liability or a benefit in the future.

h) Stockholders Equity

Capital stock, legal reserve, reserve for repurchase stock and retained earnings are expressed at their restated historical cost, determined by applying CPI rates to historical cost. Movements in these accounts in 2008 are expressed at historical cost. Transfers to the retained earnings account were stated in pesos at the purchasing power of December 31, 2007.

i) Revenue recognition

Revenues are obtained from aeronautical services, which generally relate to the use of airport infrastructure by air carriers and passengers, and from non-aeronautical services.

Aeronautical services revenues consist of a passenger charge for each departing passenger (excluding diplomats, infants, and transfer and transit passengers), a landing charge based on the average between aircraft s maximum takeoff weight and the zero-fuel weight and hour of arrival, aircraft parking charges based on the time an aircraft is on the ground and hour of arrival, passenger walkway charges for the connection of aircraft to the terminal, based on hour of arrival, and airport security charges for each departing passenger. Aeronautical services revenue is recognized as passengers depart, at the time of landings and as services are provided, as the case may be.

Non-aeronautical services revenues consist primarily of the leasing of space in the airport terminals, access fees received from third parties providing handling, catering and other services at the airports and miscellaneous other revenues.

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Rental income is recognized on terminal space which is leased through operating leases. Such leases stipulate either: i) fixed monthly rental fees, or ii) fees based on the greater of a minimum monthly rental fee, a specified percentage of the lessee s monthly revenues or the number of departing passengers. Access fees and other services revenues are recognized as services are provided. All amounts are calculated and recognized on a monthly basis.

Under the Airport Law and its regulations, the Company s revenues are classified as Airport Services, Complementary Services or Commercial Services. Airport Services consist primarily of the use of runways, taxiways and aprons for landings and departures, aircraft parking, the use of passenger walkways, security services, hangars, automobile parking facilities as well as the general use of terminal space and other infrastructure by aircraft, passengers and cargo, including the lease of space essential for the operation of airlines and complementary service providers. Complementary Services consist primarily of ramp and handling services, catering, maintenance and repair and related activities that provide support to air carriers. Revenues from access fees charged to third parties providing complementary services are classified as Airport Services. Commercial Services consist of services that are not considered essential to the operation of an airport, such as the lease of space to retailers, restaurants and banks.

The following table presents the Company s revenues for the years ended December 31, 2006, 2007 and 2008, using the classifications established under the Airport Law and its regulations (see below for discussion of revenue regulation):

	Year ended December 31,		
	2006	2007	2008
Regulated services:			
Airport services	Ps. 1,734,473	Ps. 1,991,745	Ps. 2,211,226
Non-regulated services:			
Airport services:			
Access fees from non-permanent ground transportation	9,022	12,053	14,679
Car parking lots and related access fees	39,128	47,557	48,431
Other access fees	2,451	4,198	3,227
Commercial services	513,140	684,794	840,984
Other services	24,910	45,544	50,160
Total non-regulated services	588,651	794,146	957,481
	Ps. 2,323,124	Ps. 2,785,891	Ps. 3,168,707

The allowance for doubtful accounts receivable is recognized on the basis of studies conducted by the Company s Management and is considered sufficient to absorb losses under policies established by the Company.

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j) Transactions in foreign currency and exchange rate differences

Monetary assets and liabilities denominated in foreign currencies are translated into Mexican pesos at the exchange rates in effect as of the balance sheet dates. Currency exchange fluctuations are included in income for the period and reflected in comprehensive financing cost.

k) Deferred income tax, deferred flat rate business tax and tax on dividends

The deferred income tax and IETU are recorded based on the comprehensive asset-and-liability method, which consists of recognizing deferred tax on all temporary differences between the book and tax values of assets and liabilities to be materialized in the future (See Note 13).

Beginning on October 1, 2007, based on financial and tax projections of each subsidiary which show that, with the exception of Aeropuerto de Cancún, S.A. de C.V. (Cancún Airport), the rest of the subsidiaries will essentially pay IETU in the future, the Company wrote-off net Ps. 150 million, representing the cumulative deferred income taxes of these subsidiaries. In addition, as of December 31, 2007, the Company recognized a deferred IETU tax liability of Ps. 706.6 million and deferred IETU tax asset of Ps. 217.4 million corresponding to timing differences generated in the calculation of the IETU taxable base which are expected to materialize in future periods in the following subsidiaries: Aeropuerto de Cozumel, S.A. de C. V., Aeropuerto de Mérida, S. A. de C. V., Aeropuerto de Oaxaca, S. A. de C. V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V. and Servicios Aeroportuarios del Sureste, S.A. de C.V.

Tax incurred on dividends paid is recorded in 2006 and 2007, against retained earnings, in accordance with Mexican Financial Reporting Standard D-4 issued by the Commission on Accounting Principles of the MIPA. In 2008, it was recognized as a tax benefit in the Consolidated Balance Sheet as it may be credited against income tax incurred in the following two years, in accordance with the tax regulations currently in force.

l) Loss from monetary position

As of December 31st, 2007, the loss from monetary position shown in the consolidated profit and loss statements represents the inflationary loss according to the Mexican CPI, on net monthly monetary assets and liabilities in the year, expressed in pesos at the purchasing power as of that date.

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m) Comprehensive income

Comprehensive income is represented by the net income plus items required by specific accounting standards to be reflected in stockholders equity but which do not constitute capital contributions, reductions or distributions. The amounts of the comprehensive income from 2006 and 2007 and 2008 are expressed at pesos of purchasing power of December 31, 2007 and amounts of comprehensive income from 2008 are expressed in nominal pesos.

n) Earnings per share

Basic earnings per share were computed by dividing income available to stockholders by the weighted-average number of shares outstanding (see Note 10). Weighted-average shares outstanding for calculating diluted earnings per share reflects the potential dilution that could occur if dilutive securities and other contracts to issue common stock were exercised or converted into shares, using the treasury stock method. Under the treasury stock method, proceeds received from the assumed exercise of the stock options would be used to repurchase the Company s shares at the average market price during the period.

The weighted average shares outstanding for calculating both basic and diluted earnings per share was 300 million shares for the years ended December 31, 2006, 2007 and 2008.

o) Concentrations

Approximately 76% of revenues during the years ended December 31, 2006, 2007 and 2008, respectively, were generated from operations at the Cancún International Airport.

As of December 31, 2006, 2007 and 2008, the Company maintained its cash and marketable securities with a major Mexican brokerage firm and other Mexican financial institutions. The Company would be adversely affected in the event of non-performance by any of these institutions. Management does not anticipate non-performance.

p) Recently issued accounting standards

During the last months of 2008, the *Consejo Mexicano para la Investigación y Desarrollo de Normas de Información Financiera (CINIF)* issued a series of Financial Reporting Standards and two interpretations (INIF), whose application will be as from January 1, 2009, and January 1, 2010 for INIF 14. It is considered that such MFRS and their interpretations will not have a significant impact in the financial information to be presented by the Company.

MFRS B-7, Business acquisitions . Establishes the general standards for valuation and disclosure in the initial recognition of the net assets acquired in a business acquisition at acquisition date, as well as the non controlling involvement and other items that may arise in them, such as goodwill and purchase gain. This standard supersedes the Bulletin B-7 Business acquisitions which is effective up to December 31, 2008.

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MFRS B-8 *Consolidated and combined financial statements* Establishes the general standards for the preparation and presentation of the consolidated and combined financial statements; as well as for the disclosures accompanying such financial statements. This MFRS supersedes the Bulletin B-8 Consolidated and combined financial statements and valuation of permanent share investments , which is effective up to December 31, 2008.

MFRS C-7 *Investment in associates and other permanent investments* Establishes the standards for the accounting recognition of the investments in associates, as well as other permanent investments on which there are no control, joint control or significant influence.

MFRS C-8 *Intangible Assets* Establishes the valuation, presentation and disclosure rules for the recognition both initial and subsequent of the intangible assets acquired individually or through a business acquisition, or internally generated during the normal course of the entity s operations. This MFRS supersedes the Bulletin C-8 Intangible Assets which is effective up to December 31, 2008.

MFRS D-8 *Shared based payments* Establishes the standards that should be observed in the recognition of the shared based payments in the financial information. This MFRS supersedes the supplemental application in Mexico of the IFRS 2 Shared Based Payments issued by the Consejo Internacional de Normas de Información Financiera.

Also the CINIF has issued the following interpretations to the Financial Reporting Standards (INIF):

INIF 14 *Contracts on construction, sale and rendering of services related to real estate* which contemplates the regulation in the Bulletin D-7 Contracts on construction and manufacturing of some capital goods. This interpretation will became effective as from January 1, 2010 for all the entities executing contracts on construction, sale and rendering of services related to real estate. Its early adoption is allowed.

4. Trade receivables, net

As of December 31, 2007 and 2008, trade receivables, net consist of the following:

	December 31,	
	2007	2008
Trade receivables	Ps. 280,350	Ps. 370,627
Less: allowance for doubtful accounts	(935)	(9,427)
Net	Ps. 279,415	Ps. 361,200

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The following table presents the roll forward of the allowance for doubtful accounts for the years ended December 31, 2006, 2007 and 2008:

	December 31,		
	2006	2007	2008
Balance at the beginning of the period	Ps. (10,522)	Ps. (300)	Ps. (935)
Increases, applications and cancellations, net	9,530	(646)	(8,492)
Effects of inflation	692	11	
Balance at the end of the period	Ps. (300)	Ps. (935)	Ps. (9,427)

5. Land, machinery, furniture and equipment

As of December 31, 2007 and 2008, the machinery, furniture and equipment, net consist of the following:

	December 31,		Depreciation
	2007	2008	rate
Machinery and equipment	Ps. 100,006	Ps. 132,991	10%
Office furniture and equipment	121,286	130,460	10%
Automotive equipment	173,464	175,959	25%
Others	4,729	5,603	Other
	399,485	445,013	
Less: accumulated depreciation	(234,331)	(267,129)	
Total	165,154	177,884	
Land (a)	117,800	437,052	
Construction in progress (b)	221,626	411,570	
Advances to contractors	37,024	54,306	
Net	Ps. 541,604	Ps. 1,080,812	

Depreciation expense for the years ended December 31, 2006, 2007 and 2008 was Ps. 33,937, Ps. 40,883 and Ps. 46,154, respectively.

(a) In October 2008, the Company acquired, through public bid and with the authorization of the Board of Directors, 130.3 hectares of land in Huatulco for a total of Ps. 286,283. See acquired commitments in Note 16d

(b) At December 31, 2007 and 2008, works in progress include Ps. 104,490 and Ps. 379,820, respectively, corresponding to the projects involving runway 2 and the control tower currently under construction at the Cancun Airport, considered in the Master Development Plan described in Note 16

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6. Airport concessions

As stated in Note 1, in June 1998, the Ministry of Communications and Transportation granted to the Company the concessions to operate, maintain and develop nine airports in the Southeast region of Mexico for Ps.12,710,426 (December 31, 2007 constant pesos). The total cost of the airport concessions, at the acquisition date, were allocated to the rights to use the airport facilities based on the assets depreciated replacement cost, as determined by an independent appraiser, and to certain environmental liabilities assumed based on Management s best estimate of the actual costs to be incurred, with the excess acquisition cost allocated to the airport concessions as follows:

Acquisition cost	Ps. 12,710,426
Allocated to:	
Rights to use airport facilities:	
Runways, taxiways, and aprons	Ps. 1,582,491
Buildings	511,858
Other infrastructure	132,067
Land	684,725
	2,911,141
Environmental liabilities	(15,529)
Airport concessions	9,814,814
Total	Ps. 12,710,426

Total amortization expense for the years ended December 31, 2006, 2007 and 2008, was Ps. 274,587, Ps. 252,759 and Ps. 260,930, respectively.

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Each of the Company s airport concessions contain the following basic terms and conditions:

The concession holder should undertake the construction, improvement or maintenance of the facilities in accordance with its Master Development Plan and is required to update the plan every five years (see Note 16).

The concession holder may only use the airport facilities for the purposes specified in the concession and must provide services in accordance with all applicable law and regulations, and is subject to statutory oversight by the Ministry of Communications and Transportation.

The concession holder must pay a concession fee (currently 5% of each concession holder s gross annual revenues) from the use of public domain assets pursuant to the terms of its concessions as required by applicable law.

Fuel services and supply are to be provided by the Mexican Airport and Auxiliary Services Agency.

The concession holder must grant access to and the use of specific areas of the airport to government agencies to perform their activities inside the airports.

The concession may be terminated for non-performance if the concession holder fails to comply with certain of the obligations imposed by the concession as established in Article 27 or for the reasons specified in Article 26 of the Airport Law.

The terms and conditions of the regulations governing the operations of the Company may be modified by the Ministry of Communications and Transportation.

7. Other rights acquired

Effective as from June 30, 1999, the Company acquired the rights of Cancun Air, S. A. de C. V., Dicas, S. A. and Aeropremier de Mexico, S. A. de C. V., to provide certain services at the Cancun and Merida international airports and certain related machinery, furniture and equipment for approximately US$39.6 million.

The Mexican Airport and Auxiliary Services Agency also granted Dicas the right to construct, maintain and collect the revenues from the commercial activities and passenger walkway charges generated by the satellite wing of the main terminal building at the Cancun International Airport through 2010.

In December 1991, the Mexican Airport and Auxiliary Services Agency granted Aeropremier the right to construct and operate a general aviation terminal, a first class lounge, a tourism office and other commercial areas at Merida International Airport through 2010.

Effective with the acquisition of the rights of Cancun Air, Dicas and Aeropremier, the Company assumed the rights and obligations of Cancun Air, Dicas and Aeropremier under their agreements with third parties.

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The acquisition cost of the rights has been allocated to the rights to use the underlying facilities based on the assets depreciated replacement cost, as determined by an independent appraiser, with the excess allocated to airport concessions as follows:

Acquisition cost	Ps.	556,145
Allocated to:		
Rights to use:		
Buildings	Ps.	59,694
Other infrastructure		2,816
		62,510
Airport concessions		493,635
Total	Ps.	556,145

Amortization of the rights to use the underlying facilities is recorded on a straight-line basis over the estimated remaining useful lives of the assets. Amortization of amounts allocated to airport concessions is recorded over the term of the rights acquired. Amortization expense for the years ended December 31, 2006, 2007 and 2008 was Ps. 53,304, Ps. 9,043 and Ps. 10,058, respectively. The amortization of the concession, which represents approximately 88 % of the total airport concessions original value was completed in December 2006.

Through an agreement in March 2004, the Company terminated some lease agreements early at the Aeropuerto de Cancun, S. A. de C. V., with one of its operators of restaurants and convenience stores. The price of this transaction amounted to US$7 million dollars, and is being amortized by using the straight-line method over the remaining lives of the original lease agreements signed by the parties.

In July 2006, ASUR signed an agreement with a third party by which the Company transferred the operation of the restaurant and snack bar in the Cancun Airport. The total amount of the transaction is US$2.55 million that is being paid in 9 semi-annual installments with an interest rate of 15%.

During 2006, the Company invested in various feasibility studies in connection with the bidding for the concession to construct and operate an alternative airport in southeast area of Riviera Maya. As of December 31, 2007, the Company has capitalized expenses for US$1 million. During the year 2008, the Company wrote-off such costs totaling US$1million.

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8. Improvements to concessioned assets

The improvements to concessioned assets as of December 31, 2007 and 2008, were comprised of the following:

	December 31,	
	2007	2008
Buildings	Ps. 1,503,367	Ps. 1,521,324
Air side	884,848	1,083,086
Land side	292,365	312,122
Technical installations	281,007	301,068
Machinery and equipment	218,244	246,338
Security equipment	249,018	272,336
IT equipment	245,316	291,494
Others	31,859	40,195
Total	3,706,024	4,067,963
Less: accumulated depreciation	(577,405)	(842,573)
Total	Ps. 3,128,619	Ps. 3,225,390

Total depreciation expense for the years ended December 31, 2006, 2007 and 2008, was Ps.128,402, Ps. 219,057 and Ps. 265,336, respectively.

9. Accrued expenses and other payables

As of December 31, 2007 and 2008, this account consists of the following:

	December 31,	
	2007	2008
Taxes payable	Ps. 96,880	Ps. 453,290
Concession fees	46,337	45,421
Due To Shareholder ITA	63,126	23,411
Other accruals	93,586	89,426
Total	Ps. 299,929	Ps. 611,548

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10. Stockholders equity

At December 31, 2007 and 2008, the minimum fixed capital with no withdrawal rights is Ps.7,767,276 (nominal figure), represented by 300,000,000 (series B 277,050,000 and series BB 22,950,000) ordinary nominative Class I shares with no par value, fully subscribed and paid in. The variable portion of the capital stock is represented by ordinary nominative Class II shares. The shares are classifies in series B and BB as follow:

Type of share	Number of shares	Percentage over Capital Stock Total
Series B	277,050,000	92.35%
Series BB	22,950,000	7.65%
Total	300,000,000	100.00%

As of December 31, 2007 and 2008, capital stock was restated as follows:

	Nominal value	Restatement	Restated value
Capital stock:			
Fixed	Ps. 7,767,276	Ps. 5,031,928	Ps. 12,799,204

ASUR and each of its Subsidiaries are legally required to allocate at least 5% of their unconsolidated annual net income to a legal equity reserve fund. This allocation must be continued until the equity reserve is equal to 20% of the issued and outstanding capital stock of the relevant Company. Mexican corporations may pay dividends only out of earnings after such allocation to the reserve fund. As of December 31, 2007 and 2008, the Company transferred Ps.27,140 and Ps. 26,118, respectively from retained earnings to legal reserve.

At the April 27, 2007, general stockholders meetings, the Shareholders approved the modification of the treatment relating to the share repurchase reserve. From this date the applicable balance of the repurchase reserve would be transferred to retained earnings.

At the April 25, 2008, general stockholders meeting, the Shareholders agreed to establish a maximum amount for the repurchase of shares of Ps. 678,946 (Ps. 194,464 in 2007). Additionally, Ps. 1,003,428 was transferred to retained earnings.

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Dividends

At the April 27, 2006 general stockholders meeting, the Company s stockholders agreed to pay net dividends after income tax of Ps. 218,582 (Ps.204,600 nominal), or Ps. 0.68 (nominal) per share, thus giving rise to an income tax on dividends of Ps.89,283 (Ps. 83,569 nominal), since they were not from the After-tax Earnings Account (see Note 13).

At the April 27, 2007 general stockholders meeting, the Company s stockholders agreed to pay net dividends after income tax of Ps. 231,249 (Ps.225,000 nominal), or Ps.0.75 (nominal) per share, thus giving rise to an income tax on dividends of Ps. 88,873 (Ps.87,500 nominal), since they were not from the After-tax Earnings Account (see Note 13).

At the April 25, 2008 general stockholders meeting, the Company s stockholders agreed to pay net dividends after income tax of Ps. 600,000 nominal, or Ps.2.00 (nominal) per share, thus giving rise to an income tax on dividends of Ps. 351,262 nominal, since they were not from the After-tax Earnings Account. The Company recognized as a tax balance in favor in the Balance Sheet due to the fact that it may be offset against the Income Tax (ISR) incurred in the following two years, according to the taxation provisions currently in force.

Dividend will be tax free if paid out of the CUFIN (Net Taxable Income Account). Dividends paid in excess of the CUFIN balance will be subject to a tax equivalent to 38.89% . Tax due will be payable by the Company and it may be credited against Income Tax of the year or the Income Tax of the two immediately following fiscal years. Dividends paid will not be subject to any withholding tax.

In case of a capital reduction, any excess of stockholders equity over paid-in capital accounts balances will be given the same tax treatment as a dividend, in accordance with the procedures provided for in the Income Tax Law.

Substantially all consolidated profits of the Company were generated by its subsidiaries. Retained earnings can be distributed to the Stockholders of ASUR to the extent that its subsidiaries have distributed profits to ASUR.

Earnings per share

Earnings per share for the years ended December 31, 2006, 2007 and 2008, are presented as follows:

	2006	2007	2008
Income from continuing operations	Ps. 2.92	Ps. 3.94	Ps. 5.19
Non ordinary items	Ps. (0.05)	Ps. (0.01)	Ps. (0.03)
Net income	Ps. 1.83	Ps. 1.74	Ps. 3.50

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11. Rentals under operating leases

The Company leases commercial space inside and outside the terminals to third parties under operating leases. The following is a schedule by years of minimum future rentals on non cancelable operating leases as of December 31, 2008 including minimum secured commercial lease agreements per passenger:

Period ending December 31:

2009	Ps. 664,852
2010	546,961
2011	510,633
2012	497,660
2013	471,992
Thereafter	1,578,872
Total	Ps. 4,270,970

12. Foreign currency balances and transactions

The foreign currency position of monetary items at December 31, 2007 and 2008 were as shown as follows:

	Foreign currency amounts (thousands)		Period end Exchange rate		Mexican pesos (thousands)	
December 31, 2007						
Assets:						
Cash and marketable securities	US$	16,403	Ps.	10. 9157	Ps.	179,050
Prepaids		1,558		10. 9157		17,007
Deposits		41		10. 9157		448
Clients		4,276		10. 9157		46,676
Liabilities:						
Accrued expenses and other payables	US$	1,623	Ps.	10.9157	Ps.	17,716
Deposits		960		10.9157		10,481

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	Foreign currency amounts (thousands)		Period end Exchange rate		Mexican pesos (thousands)	
December 31, 2008						
Assets:						
Cash and marketable securities	US$	15,498	Ps.	13.8325	Ps.	214,376
Prepaids		133		13.8325		1,840
Deposits		36		13.8325		498
Clients		3,463		13.8325		47,902
Liabilities:						
Accrued expenses and other payables	US$	489	Ps.	13.8325	Ps.	6,764
Deposits		1,369		13.8325		18,937

The principal foreign currency transactions during the year ended December 31, 2006, 2007 and 2008, were as follows:

	Foreign currency amounts (thousands)		Average exchange rate		Mexican pesos (thousands)	
Year ended December 31, 2006						
Income statement:						
Technical assistance fees and related costs	US$	2,391	Ps.	10.98	Ps.	26,260
Professional services expenses		1,304		10.86		14,161
Other		876		10.90		9,548
Year ended December 31, 2007						
Income statement:						
Technical assistance fees and related costs	US$	2,451	Ps.	10.92	Ps.	26,777
Professional services expenses		2,198		10.94		24,038
Other		4,250		10.84		46,083
Year ended December 31, 2008						
Income statement:						
Professional services expenses	US$	1,825	Ps.	11.40	Ps.	20,800
Other		3,025		11.37		34,389

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The prevailing exchange rate between the Mexican peso and the US dollar at December 31, 2007 and 2008 was Ps. 10.9157 and Ps. 13.8325, per US dollar, respectively. The exchange rate was Ps. 13.0880 per US dollar on April 13, 2009.

13. Income tax, asset tax and flat rate business tax (IETU)

The Company does not currently prepare a consolidated tax return.

a) Income Tax:

In 2006, 2007 and 2008 the Company s subsidiaries (with the exception of those mentioned below) had combined tax losses of Ps. 411,494, Ps. 89,457 and Ps. 329,966, respectively, in 2007 income tax of Ps. 257,070 and Ps. 262,673, respectively in Aeropuerto de Cancun, S.A. de C.V. and Grupo Aeroportuario del Sureste, S. A. B. de C. V. (stand alone) and in 2008 income tax of Ps. 69,517 and Ps. 1,389,540, respectively in Cancun Airport Services, S. A. de C. V. and Grupo Aeroportuario del Sureste, S. A. B. de C.V.

Based on financial and tax projections of each subsidiary which show that, with the exception of Aeropuerto de Cancún, S.A. de C.V. (Cancún Airport), Grupo Aeroportuario del Sureste, S.A. B. de C.V. (individual) and Cancun Airport Services, S.A. de C.V., the rest of the subsidiaries will essentially pay IETU in the future, the Company wrote-off net Ps. 150,000, representing the cumulative deferred income taxes of these Subsidiaries. In addition, as of December 31, 2007, the Company recognized a deferred IETU tax liability of Ps. 706,600 and deferred IETU tax asset of Ps. 217,400 corresponding to timing differences generated in the calculation of the IETU taxable base which are expected to materialize in future periods in the following subsidiaries: Aeropuerto de Cozumel, S.A. de C. V., Aeropuerto de Mérida, S. A. de C. V., Aeropuerto de Oaxaca, S. A. de C. V., Aeropuerto de Tapachula, S.A. de C.V., Aeropuerto de Veracruz, S.A. de C.V., Aeropuerto de Villahermosa, S.A. de C.V. and Servicios Aeroportuarios del Sureste, S.A. de C.V..

Taxable income differs from the net income due to timing and permanent differences arising basically from the different basis for the recognition of the effects of inflation and for the effects of the non-deductible expenses. See section c) below.

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For the years ended December 31, 2006, 2007 and 2008, the income tax provision was composed as follows:

	For the years ended December 31,		
	2006	2007	2008
Current income tax	Ps.	Ps. 64,638	Ps. 408,536
Deferred income tax	264,940	230,931	(58,965)
Cancellation of income tax from prior periods		(150,041)	
Income tax-deferred accounted for non ordinary items	2,557		
Provision for income tax	Ps. 267,497	Ps. 145,528	Ps. 349,571

The reconciliation between the statutory and effective tax rates is shown below:

	For the years ended December 31,		
	2006	2007	2008
Income before statutory income tax	Ps. 860,399	Ps. 1,178,929	Ps. 1,548,235
Statutory income tax rate	29%	28%	28%
Income tax to statutory rate	249,516	330,100	433,506
Nondeductible expenses and other permanent differences	(5,274)	(41,221)	(10,768)
Nontaxable income	(4,367)	(8,567)	(6,410)
Net difference between the gain or loss on net monetary position and the inflationary component determined for tax purposes	26,766	33,698	(28,278)
Discontinuance of inflation Accounting of B-10			(31,436)
Valuation allowance	9,460	(18,441)	(7,043)
Cancellation of deferred income tax			(150,041)
Change in tax rate	(8,604)		
Provision for income tax	Ps. 267,497	Ps. 145,528	Ps. 349,571
Effective tax rate	31%	12%	23%

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The tax and Employee s statutory profit sharing effects of temporary differences that give rise to significant deferred tax and Employee s statutory profit sharing assets and liabilities as of December 31, 2007 and 2008, are as follows:

	December 31, 2007	2008
Deferred income tax		
Deferred asset tax:		
Tax loss carryforwards	Ps. 756,050	Ps. 397,968
Other	27,418	12,187
Cancellation of deferred income tax from prior periods	150,041	
Valuation allowance	(58,211)	
	875,298	410,155
Deferred tax liabilities:		
Airport concessions, rights to use airport facilities and machinery furniture and equipment	(2,461,726)	(1,941,762)
Other	(6,465)	(2,321)
	(2,468,191)	(1,944,083)
Net deferred tax liabilities before recoverable asset tax	(1,592,893)	(1,533,928)
Recoverable asset tax, net of valuation allowance of Ps. 114,624 and Ps.49,192, respectively	491,914	442,722
Net deferred tax liabilities	Ps. (1,100,979)	Ps. (1,091,206)
Deferred employees statutory profit sharing:		
Net deferred employees statutory profit sharing liabilities recognized in respect of all the non recurring temporary differences generated in the year ended December 31, 2000, between the tax and the book basis	(37,496)	
Cancelled deferred employee s statutory profit sharing		
Net deferred income tax and employees statutory profit sharing liabilities	Ps. (1,138,475)	Ps. (1,091,206)

Based on the weight of available evidence as of December 31, 2007 and 2008, valuation allowances were recognized for the amount of the net deferred tax assets as of December 31, 2007 and 2008, for which evidence does not indicate that there is a high probability of future taxable income to realize the assets.

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In April and May 2008, the Company cancelled the deferred profit sharing (PTU) balance, which was applied to consolidated income for the period as an ordinary expense of Ps. 37,496, due to the restructuring of the Group.

b) Asset Tax:

The asset tax was calculated in 2007 as 1.25% (1.8% in 2006) on the average tax value of virtually all of the Company s assets (including the airport concessions). The average tax value of each asset was calculated differently depending on its classification under the tax law. In 2006 and 2007, the Company incurred Ps. 125,914, and Ps. 81,887, respectively, in asset tax of which Ps. 44,935 and Ps.21,899, respectively were directly charged to income for the year, since there was no certainty of the recoverability in the future. According to the Flat Rate Business Tax Law (LIETU) effective as of January 1st, 2008, the asset tax balance may be recovered through rebates over the following ten years up to 10% each year, provided that this amount does not exceed the difference between the income tax paid in the year and the lowest of the asset tax amounts paid during the three years prior to January 1, 2008. The asset tax may be restated by applying any of the factors that arise from the National Consumer Price Index (INPC).

The Company submitted a consultation to the Mexican Ministry of Finance and Public Credit (SHCP) in order to confirm the principle whereby the Company does not lose the right to recover part of Asset Tax under this concept. As of the date of this report, the response that has been received from the Ministry of Finance is that it is not possible to confirm the view of the Company. This matter is currently before the federal courts.

In November 2008, the Company wrote-off an asset tax balance in the results of the period in the amount of Ps. 60,091. This sum will no longer be recoverable according to the mechanisms established under the IETU Law, which states that asset tax will be recovered gradually each year up to a maximum amount of 10% of the total asset tax paid over the 10 years prior to 2008.

c) Flat rate business tax IETU Tax (Impuesto Empresarial a Tasa Única, by its Spanish acronym):

On October 1, 2007, The Mexican government enacted the new Flat Rate Business Tax (Impuesto Empresarial a Tasa Unica or IETU). This law became effective as of January 1, 2008. The law introduces a flat rate, which replaces Mexico s asset tax and is applied along with Mexico s regular income tax. Mexican Companies will be required to pay the greater of the IETU or the income tax. IETU is calculated by applying a tax rate of 16.5% in 2008, 17.0% in 2009 and 17.5% thereafter.

As from October 1, 2007, in compliance with FRS D-4 and FRS Interpretation-8, the Company recognized a deferred tax corresponding to the temporary differences arising in determining the IETU tax base and that materialize in subsequent periods for the following subsidiaries: Aeropuerto de Cozumel, S. A. de C. V., Aeropuerto de Mérida, S. A. de C. V., Aeropuerto de Oaxaca, S. A. de C. V., Aeropuerto de Tapachula, S. A. de C. V., Aeropuerto de Veracruz, S. A. de C. V., Aeropuerto de Villahermosa, S. A. de C. V., Servicios Aeroportuarios del Sureste, S. A. de C. V., as well as RH Asur, S. A. de C. V. Consequently, the Company cancelled the total deferred income tax, due to the fact that temporary items generated thereon are not deductible for income tax purposes, and accordingly, the tax to be incurred will be the new flat tax (IETU); therefore, at December 31, 2008 and 2007, the Company has recognized deferred IETU.

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The Flat rate business tax (IETU) provision in 2007 and 2008, are as follows:

	December 31	
	2007	2008
Current IETU	$	$ 78,225
Deferred IETU	489,141	10,879
Provision for IETU	$ 489,141	$ 89,104

At December 31, 2007 and 2008, the principal timing differences on which deferred IETU Tax was recognized are as shown below:

	December 31,	
	2007	2008
Deferred IETU tax liability:		
Airport concessions, rights to use airport facilities and machinery furniture and equipment	Ps. 4,051,076	Ps. 3,992,049
Trade receivable		91,718
Valuation allowance		4,291
Others	(13,455)	(91,778)
	4,037,621	3,996,280
IETU tax applicable rate	17.5%	17.5%
Deferred IETU tax liability	Ps. 706,583	Ps. 699,349
Tax credit by:		
Fixed assets, acquired from 1998 to August 31, 2007	Ps. 217,442	Ps. 195,805
Excess deductions on taxable income		3,524
Deferred IETU tax liability net	Ps. 489,141	Ps. 500,020

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14. Technical assistance agreement

In connection with the sale of the Series BB shares to Inversiones y Técnicas Aeroportuarias, S. A. de C. V. (ITA), ASUR entered into a technical assistance agreement with ITA in which ITA and its Stockholders agreed to provide management and consulting services and transfer industry expertise and technology to ASUR in exchange for a technical assistance fee. The agreement has an initial fifteen-years term and is automatically renewed for successive five-years terms, unless one party provides the other a notice of termination within a specified period prior to a scheduled expiration date. The Company may only exercise its termination right pursuant to a Stockholder s resolution. ITA, began providing assistance under the agreement on April 19, 1999.

Under the agreement, the Company agreed to pay an annual fee equal to the greater of a fixed fee or 5% of the Company s earnings prior to deducting the technical assistance fee and before comprehensive financing cost, income taxes and depreciation and amortization, determined in accordance with MFRS. Each year the fixed fee will be increased by the rate of inflation in the US. ASUR must also pay the value-added tax on the payment amount.

The Company entered into an amendment agreement relating to the Technical Assistance and Technology Transfer Agreement, which states that the related fee will be paid on a quarterly basis as of the 1st of January 2008. These quarterly payments will be deducted from the annual fee.

For the years ended on December 31, 2006, 2007 and 2008, technical assistance expenses were Ps. 73,707, Ps. 91,945 and Ps.104,485, respectively.

ITA is also entitled to reimbursement for the out-of-pocket expenses it incurs in its provision of services under the agreement.

ITA s Series BB shares were placed in a trust to, among other things; ensure performance under the technical assistance agreement.

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15. Related party transactions

See Notes 10 and 14 for disclosures concerning certain other transactions with related parties.

As of December 31, 2007 and 2008, the accounts pending payment with related parties are as follows:

	December 31, 2007	2008
Accounts receivable:		
Compañía Méxicana de Aviación, S. A. de C. V. (Key management personnel)	Ps. 52,350	Ps. 34,296
Accounts payable:		
Inversiones y Técnicas Aeroportuarias, S. A. de C. V. (Shareholder)	Ps. (63,120)	Ps. (23,441)
Promecap, S. C. (Key Management personnel)	(825)	(601)
Lava Tap de Chiapas, S. A. de C. V. (Key management personnel)	(248)	(291)
Telefonos de México, S. A. de C. V. (Key management personnel)	(48)	(108)
Mexicana de Aviación S. A. de C. V. (Key management personnel)	(47)	
Grupo Posadas, S. A. de C. V. (Key management personnel)	(44)	
	(64,332)	(24,441)
Net	Ps. (11,982)	Ps. 9,855

During the years ending December 31, 2006, 2007 and 2008, the following transaction with related parties were carried out.

	2006	2007	2008
Revenues from airport services	Ps. 214,316	Ps. 198,787	Ps. 159,014
Technical assistance	(73,707)	(91,945)	(104,485)
Administrative services	(4,435)	(5,782)	(5,181)
Leases	(2,480)	(2,457)	(2,617)
Telephone services and network connections	(3,395)	(5,737)	(6,931)
Cleaning services	(5,338)	(5,263)	(10,224)
Others	(1,911)	(3,003)	(4,354)

During the years ending December, 31, 2007 and 2008, the Company provided the following benefits to key Management Personnel, the Board of Directors and the different Committees of the Board of Directors:

	2007	2008
Compensation to key personnel	Ps. 16,500	Ps. 20,627
Compensation to Board of Directors and Committees	5,052	4,365

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16. Commitments and contingencies

Commitments:

a) In 2005, the Company entered into a new 60 month operating lease with a related party for its corporate offices with monthly payments of US$ 17,832.

Rental expense was approximately Ps. 2,480, Ps. 2,457 and Ps. 2,617 for the years ended December 31, 2006, 2007 and 2008, respectively.

b) On December 30th, 2003, the Company received approval from the Mexican Ministry of Communications and Transportation (SCT) for its Master Development Plan (PMD) for each of the nine airports for the period between 2004 and 2008. As of December 31st, 2008, the Company had complied with the investments required under the Master Development Plan for the period between 2004 and 2008.

c) On December 23, 2008, the Ministry of Communications and Transport (SCT) pronounced a 90-day extension to the deadlines for approval of the Master Development Plans for the period from 2009 to 2013. At the date of this report, the SCT had not yet released the Master Development Plans.

d) In accordance with the terms of the purchase of the land in Huatulco in October 2008, the Company is required to build 450 hotel rooms within four years. To this end, the Company intends to enter into agreements with third parties, in order to honor the commitment assumed with FONATUR. On February 26th, 2009, the Company delivered its proposal for an Integral Tourism Plan in relation to this project to FONATUR, and as of this date said proposal is pending approval.

Contingencies:

a) The operations of the Company are subject to Mexican federal and state laws.

b) At present, there are two labor-law claims against the Company. The Company is in the judicial process. Moreover, no ruling has been handed down at the date of this report.

c) The Huatulco municipal government has initiated legal proceedings against the Company to claim payment of the property tax corresponding to the land where the airport is located. The Company believes that there is no legal ground for the proceedings, as was the case of other Group s airports and where a favorable ruling for the Company was obtained concerning the payment of the tax in question (although the municipality has since taken legal action to request the revocation of this ruling.)

Additionally, the municipality of Benito Juárez, in which Cancun Airport is located, has again requested payment of property taxes. The Company has filed an appeal against this request, since there is a court order in the Company s favor stating that the Airport is not required to pay property taxes.

d) The Mexican Department of Civil Aviation (DGAC) has initiated twelve administrative lawsuits against the Company based on a series of audits carried out during the years 2004 to 2006. The Company has begun counter-proceedings, as it considers that these lawsuits are baseless due to the inappropriate procedures followed by the DGAC. Since these lawsuits make no reference to the number of observations that have not been resolved or to the possible penalties that might be applied, it is not possible to estimate the potential effects on the consolidated financial position of the Company.

Management does not believe that any liabilities relating to these claims are likely to have a material adverse effect on the Company s consolidated financial condition or results of operations.

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17. Segment information

The Company evaluates and assesses its performance on an airport-by-airport basis prior to the allocation of employee and other costs from Servicios Aeroportuarios del Sureste, S.A. de C.V. (Servicios), the Company s wholly-owned subsidiary which employs certain of the Company s Employees. The performance of Servicios is evaluated and assessed separately by Management. All of the airports provide substantially the same services to their customers. Summarized financial information concerning the Company s reportable segments including Cancún International Airport (Cancun), Mérida International Airport (Merida), Villahermosa Airport (Villahermosa) and Servicios is shown in the following table. The financial information of the remaining six airports and that of the Parent Holding Company (including ASUR s investment in its subsidiaries) have been aggregated and included as Other . The elimination of ASUR s investment in its subsidiaries is included in the consolidation adjustments column.

ear ended ecember 31, 2006	Cancun	Villahermosa	Mérida	Servicios	Other	Adjustments	Consolidatio Total
otal revenues	Ps. 1,757,128	Ps. 100,655	Ps. 141,724	Ps. 196,367	Ps. 345,688	Ps. (218,438)	Ps. 2,323,12
perating income (loss)	840,902	17,046	14,740	1,827	(13,660)		860,85
otal assets	10,900,449	800,224	1,127,506	31,126	17,446,455	(14,802,706)	15,503,05
apital expenditures	957,590	32,090	43,174	1,841	95,220		1,129,91
epreciation and amortization	323,673	29,062	39,027	2,417	111,945		506,12

ear ended ecember 31, 2007	Cancun	Villahermosa	Mérida	Servicios	Other	Adjustments	Consolidatio Total
otal revenues	Ps. 2,108,081	Ps. 130,984	Ps. 172,100	Ps. 206,271	Ps. 1,003,494	Ps. (835,039)	Ps. 2,785,89
perating income (loss)	667,332	42,657	22,795	3,319	430,067		1,166,17
otal assets	11,303,907	898,475	1,251,028	22,383	17,944,140	(14,743,853)	16,676,08
apital expenditures	544,066	5,679	45,745	1,966	67,704		665,16
epreciation and amortization	350,138	29,279	41,000	2,208	118,196		540,82

ear ended ecember 31, 2008	Cancun	Villahermosa	Mérida	Servicios	Other	Adjustments	Consolidatio Total
otal revenues	Ps. 2,449,918	Ps. 139,899	Ps. 178,616	Ps. 421,034	Ps. 1,544,649	Ps. (1,565,409)	Ps. 3,168,70
perating income (loss)	356,192	27,590	2,549	(19,307)	1,016,673		1,383,69
otal assets	10,746,482	924,198	1,252,538	43,942	19,434,765	(15,027,331)	17,374,59
apital expenditures	497,988	9,127	15,877	1,025	411,755		935,77
epreciation and amortization	390,589	32,366	46,997	1,830	129,731		601,51

The accounting policies of the reportable segments are the same as those described in note 3.

During 2007, the Company and its subsidiaries entered into an intercompany agreement that enables the Company to recognize results by considering its subsidiaries as one economic unit, and allows the Company to make corporate charges and credits to and from its subsidiaries for the purpose of establishing sufficient cash flow at each subsidiary to support such subsidiary s respective obligations. The implementation of this strategy affects operating income results reported by individual airports but does not affect the consolidated results.

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18. Differences between Mexican Financial Reporting Standards and US GAAP

The Company s consolidated financial statements are prepared in accordance with Mexican Financial Reporting Standards (Mexican FRS), which differ in certain significant respects from Generally Accepted Accounting Principles in the United States of America (US GAAP). Through December 31, 2007 the consolidated financial statements include the effects of inflation as provided for under Bulletin B-10 and its amendments (see Note 2). The reconciliation does not include the reversal of adjustments to the consolidated financial statements for the effects of inflation required under Mexican FRS because the application of Bulletin B-10 represents a comprehensive measure of the effects of price level changes in the inflationary Mexican economy and, as such, is considered a more meaningful presentation than historical cost-based financial reporting for both Mexican and US accounting purposes.

Adoption of new accounting principles

In February 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS No. 159). SFAS No. 159 permits companies, at their election, to measure specified financial instruments, warranty and insurance contracts at fair value on a contract-by-contract basis, with changes in fair value recognized in earnings each reporting period. The election, called the fair value option, will enable some companies to reduce the volatility in reported earnings caused by measuring related assets and liabilities differently, and it is easier than using the complex hedge-accounting requirements in SFAS No. 133, to achieve similar results. Subsequent changes in fair value for designated items will be required to be reported in earnings in the current period. SFAS No. 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and therefore became effective for the Company as of January 1, 2008. The Company has not elected to measure any eligible items at fair value. Accordingly, the adoption of SFAS No. 159 has not impacted the Company s results of operations and financial position.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements (SFAS No. 157), which defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements; rather, it applies under other accounting pronouncements that require or permit fair value measurements. The provisions of SFAS No. 157 are to be applied prospectively as of the beginning of the fiscal year in which it is initially applied, with any transition adjustment recognized as a cumulative-effect adjustment to the opening balance of retained earnings.

SFAS No. 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under SFAS No. 157 are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs. (i.e., quoted prices for similar assets or liabilities.)

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The provisions of SFAS No. 157 were adopted by the Company on January 1, 2008 and did not have any effect on its overall financial position or results of operations.

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The principal differences between Mexican FRS and US GAAP and the effect on the Company s net income and stockholders equity are presented below with an explanation of the adjustments:

	For the year ended December 31,		
	2006	2007	2008
Reconciliation of net income:			
Net income as reported under Mexican FRS	Ps. 547,967	Ps. 522,361	Ps. 1,049,469
US GAAP adjustments:			
(A) Amortization of airport concessions	196,336	196,336	196,336
(A) Amortization of rights to use airport facilities	15,880	10,594	10,341
(B) Amortization of Terminal 1 building write-off reversal	(50,162)	109	109
(C) Contract termination fee on leasehold agreement	15,893	16,526	16,165
(D) Concession fee on leasehold agreement, net of inflation effects	(4,014)	(14,531)	6,186
(E) Tax on dividends, net	(89,283)	(88,873)	
(F) Deferred employees statutory profit sharing, net of inflation effects	(153,754)	(120,593)	(15,895)
(G) Deferred income taxes, net of inflation effects	(47,266)	(662,816)	(36,649)
(H) Deferred flat rate business tax, net of inflation effects		398,161	(6,453)
Total US GAAP adjustments	(116,370)	(265,087)	170,140
Net income under US GAAP	Ps. 431,597	Ps. 257,274	Ps. 1,219,609
Basic and diluted earnings per share	Ps. 1.44	Ps. 0.86	Ps. 4.07

	As of December 31,	
	2007	2008
Reconciliation of stockholders equity:		
Total stockholders equity reported under Mexican FRS	Ps. 14,505,527	Ps. 14,954,996
US GAAP adjustments:		
(A) Airport concessions	(8,015,528)	(7,819,192)
(A) Rights to use airport facilities	(468,596)	(458,255)
(B) Terminal 1 write-off reversal	(50,053)	(49,944)
(C) Contract termination fee on leasehold agreement	(26,931)	(10,766)
(D) Concession fee on lease hold agreement	(18,545)	(12,359)
(F) Deferred employees statutory profit sharing	17,315	1,420
(G) Deferred income taxes	1,692,298	1,655,649
(H) Deferred flat rate business tax	398,161	391,708

Total US GAAP adjustments	(6,471,879)	(6,301,739)
Total stockholders equity under US GAAP	Ps. 8,033,648	Ps. 8,653,257

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A summary of the Company s statement of changes in stockholders equity with balances determined under US GAAP are as follows:

Balance at December 31, 2006	Ps. 8,007,623
Net income	257,274
Dividends declared	(231,249)
Balance at December 31, 2007	8,033,648
Net income	1,219,609
Dividends declared	(600,000)
Balance at December 31, 2008	Ps. 8,653,257

The following tables present the condensed consolidated balance sheets and statements of income of the Company, including all US GAAP adjustments, as of December 31, 2007 and 2008, and for the years ended December 31, 2006, 2007 and 2008.

	As of December 31,	
	2007	2008
Assets		
Current assets:		
Cash and cash equivalents	Ps. 1,870,675	Ps. 1,733,512
Other current assets	662,934	877,512
Current deferred income tax asset	5,533	4,725
Current dividend income tax asset		290,387
Current deferred flat rate business tax	3,502	20,901
Total current assets	2,542,644	2,927,037
Improvements to concessioned assets, land, machinery, furniture and equipment net	3,670,223	4,306,202
Airport concessions net	22,376	13,776
Rights to use airport facilities net	1,671,325	1,615,667
Noncurrent deferred employees statutory profit sharing		1,420
Noncurrent deferred income taxes	673,122	845,264
Total assets	Ps. 8,579,690	Ps. 9,709,366
Liabilities and Stockholders Equity		
Current liabilities:		
Other liabilities	Ps. 335,549	Ps. 633,930
Seniority premiums	8,494	7,420

Total current liabilities	344,043	641,350
Deferred employees statutory profit sharing liability		20,181
Deferred income taxes liability	87,336	285,546
Deferred flat rate business tax liability	94,482	129,213
Total liabilities	546,042	1,056,109
Total stockholders equity	8,033,648	8,653,257
Total liabilities and stockholders equity	Ps. 8,579,690	Ps. 9,709,366

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	For the years ended December 31,		
	2006	2007	2008
Net revenues	Ps. 2,319,110	Ps. 2,771,216	Ps. 3,174,893
Cost of services (1)	(814,046)	(862,827)	(687,819)
General and administrative expenses (1)	(106,138)	(104,019)	(114,159)
Depreciation and amortization	(277,808)	(317,256)	(378,561)
Other expenses	(258,884)	(233,624)	(407,149)
Operating expenses	(1,456,876)	(1,517,726)	(1,587,688)
Operating income	862,234	1,253,490	1,587,205
Net comprehensive financing income	15,786	14,367	174,273
Income tax expense (2)	(446,423)	(1,010,583)	(541,869)
Net income	Ps. 431,597	Ps. 257,274	Ps. 1,219,609

(1) Exclusive of depreciation and amortization.

(2) Consists of asset tax, tax on dividends income taxes and flat rate business tax.

(A) Airport concessions, rights to use airport facilities and environmental liabilities

Under Mexican FRS, the acquisition costs of the nine airport concessions were allocated to the rights to use the airport facilities and to the environmental liabilities assumed, with the remainder allocated to airport concessions. The amount allocated to the rights to use the airport facilities was based on the results of an independent appraisal. The fair values of the environmental liabilities assumed are based on management s best estimate of the actual costs to be incurred and reflect the terms of an agreement with the environmental authorities.

The rights to use the airport facilities, environmental liabilities and the airport concessions were transferred between entities under common control. Under US GAAP, the rights to use the airport facilities and the environmental liabilities were recorded equal to their historical book value at November 1, 1998 (Ps. 2,232,696 and Ps.15,532, respectively) and no value was assigned to the airport concessions from the predecessor.

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Below is the summary of the amortization and depreciation of the airport concessions and the rights to use airport facilities for the next 5 years under MFRS.

	(Expressed in thousands of Mexican Pesos)	
Year	Concession	Rights to use airport facilities
2009	Ps. 204,567	Ps. 65,804
2010	200,321	65,465
2011	196,012	64,689
2012	196,012	64,684
2013	196,012	64,537

(B) Terminal 1 building write-off reversal

As described in Note 1 in July 2006, the Company was instructed by the Mexican government to repair the Terminal 1 building and under Mexican FRS, the Company reversed a portion of the 2005 write-off related to certain assets of Terminal 1 which were once again to be placed in service.

Under US GAAP, reversal of losses is not permitted, therefore, the amount reversed and its related depreciation recognized in Mexican FRS was adjusted under US GAAP. That is, under US GAAP the carrying value of these Terminal 1 assets pre-July 2007 decision is zero.

(C) Contract termination fee on leasehold agreements

Under Mexican FRS, the Company capitalized a one-time termination fee on a concessionaire s leases at the Cancun airport, which is being amortized over the remaining lives of the original lease agreements (see Note 7). Under US GAAP, pursuant to SFAS 146 *Accounting for Costs Associated with Exit or Disposal Activities* this fee represents a contract termination cost that should be expensed when the Company terminates the leases. Therefore, charges of Ps. 15,893, Ps. 16,526 and Ps.16,165 in the US GAAP reconciliation in 2006, 2007 and 2008, respectively, reflect the reversal of amortization expense recorded under Mexican FRS.

(D) Concession fee on leasehold agreement

During 2006, the Company entered into an agreement to transfer the operation of the restaurant and snack bar located in the Cancun airport to a third party. As result of this agreement, the Company would receive 9 semi-annual installments with an interest rate of 15%. During 2006, the Company received anticipated payments of Ps. 4,014 and during 2007; it received the total remaining installments payments required over the term of the leasehold agreement. Under Mexican FRS the Company recognized the fee as income as collected.

Under US GAAP, pursuant to SFAS No. 13 Accounting For Leases this agreement is accounted for as an operating lease; therefore income is recognized on a straight line basis over the term of the agreement.

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(E) Tax on dividends

For the years ended December 31, 2006, 2007, and 2008 the Company paid tax on dividends amounting to Ps. 89,283, Ps. 88,873, Ps. 351,262, respectively. Under US GAAP, tax on dividends is recorded as a deferred tax credit since in accordance with Mexican Tax Law it can be used to reduce future taxable income in the year incurred and the following two years, subject to certain limitations. Such tax on dividends is subject to a valuation allowance.

Under Mexican FRS in effect through December 31, 2007, the recovered tax on dividends is recorded as a credit to retained earnings. Effective January 1, 2008, with the adoption of the new Mexican FRS on income taxes, such amounts are no longer recorded to retained earnings but rather are reflected as a receivable subject to an evaluation of recoverability. For the years ended December 31, 2006, and 2007, the Company has not recovered any amount of tax on dividends from the Tax Authorities although for the year ended December 31, 2008, approximately Ps. 60,875 has been utilized to offset other taxes due, primarily due to a change in tax legislation which occurred in 2008.

(F) Deferred Employees Statutory Profit Sharing (PTU)

Under Mexican FRS, Bulletin D-4 requires the recognition of Employees statutory profit sharing for all non-recurring temporary differences generated during the period.

Under US GAAP, Employees statutory profit sharing is recognized in accordance with the requirements of SFAS 109. Under this method, Employees statutory profit sharing is recognized in respect of all temporary differences utilizing a full liability method. In addition, under US GAAP, the benefit or expense recognized during the period is recorded in pre-tax earnings.

Through December 31, 2007, the deferred PTU tax adjustment represents the cumulative impact of the differences in accounting relating to the US GAAP adjustments described in A), B), C) and D) above, and the difference in presenting the effects of inflation.

In the months of April and May 2008, the Company cancelled its deferred PTU balance related to certain subsidiaries and applied it to the results of the year as an ordinary expense of Ps. 37,496 due to the restructuring in the group, which involved the transfer of unionized and non-unionized employees, respectively, to the service companies RH Asur, S. A. de C. V. and Servicios Aeroportuarios del Sureste, S. A. de C. V. The latter will act as replacement employers.

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(G) Deferred income taxes

Accounting for income taxes in accordance with Bulletin D-4 is similar to accounting for income taxes in accordance with US GAAP, SFAS No. 109 (SFAS 109), Accounting for Income Taxes .

Bulletin D-4 requires that the change in net deferred income taxes during the period resulting from inflation on monetary deferred tax assets and liabilities be recorded against the gain or loss on monetary position. For US GAAP purposes, through December 31, 2007, the Company applied the guidance in EITF 93-9, Application of FASB Statement No. 109 in Foreign Financial Statements Restated for General Price-Level Changes and consequently, the deferred tax expense is calculated comparing beginning and ending deferred tax balances on a constant currency basis (i.e. December 31, 2007 constant pesos). The monetary gain related to deferred income taxes for the years ended December 31, 2006 and 2007 amounted to Ps. 1,940 and, Ps. 486 respectively which have been reflected in the deferred tax line item for US GAAP purposes. Because inflation changes are no longer applicable the 2008 figures are not necessary.

The deferred income tax adjustments required to reconcile Stockholders equity and net income under Mexican FRS to US GAAP as of and for the years ended December 31, 2006, 2007 and 2008, represents the cumulative impact of the differences in accounting relating to the US GAAP adjustments described in A), B), C) and D) above and the difference in presenting the effects of inflation as required for 2006 and 2007.

The tax effects of temporary differences that give rise to deferred asset tax and liabilities, after considering the impact of US GAAP adjustments, at December 31, 2007 and 2008 are as follows:

	As of December 31,	
	2007	2008
Current deferred income asset tax:		
Accrued liabilities	Ps. 23,436	Ps. 5,880
Tax paid on dividends		290,387
Less: Current valuation allowance	(17,903)	(1,155)
Current deferred asset tax	5,533	295,112
Current deferred income tax liability:		
Inventories	(3,171)	
Prepaids and other current assets	(5,717)	
Current deferred tax liability	(8,888)	
Net current deferred income asset tax (liability)	Ps. (3,355)	Ps. 295,112

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	As of December 31, 2007	2008
Noncurrent deferred income asset tax:		
Tax paid on dividends	Ps. 88,873	Ps. 88,873
Tax loss carryforwards	756,050	533,396
Others		4,590
	844,923	626,859
Less: Noncurrent valuation allowance	(675,235)	(224,317)
Noncurrent deferred asset tax	169,688	402,542
Noncurrent deferred income tax liability:		
Fixed assets	(64,159)	(283,559)
Other deferred assets	(2,769)	(1,987)
Noncurrent deferred tax liability	(66,928)	(285,546)
Net noncurrent deferred asset tax	102,760	116,996
Total net deferred asset tax	99,405	412,108
Recoverable asset tax	491,914	442,722
Net deferred income asset tax under US GAAP	591,319	854,830
Net deferred income tax liability under Mexican FRS	1,100,979	800,819
Net deferred income tax US GAAP adjustments to the net deferred income tax liability	Ps. 1,692,298	Ps. 1,655,649

Based on the history of cumulative tax losses in recent years and the expiration dates of the airports concessions, the Company has recognized a valuation allowance for those airports that based on the projections, are not expected to generate taxable income in future periods when deductible temporary differences reverse or loss carry-forwards remain available under Mexican tax law.

(H) Deferred flat rate business tax

On October 1, 2007, the Mexican Government enacted the new Flat Rate Business Tax (Impuesto Empresarial a Tasa Unica or IETU). This law became effective as of January 1, 2008. The law introduces a flat rate, which replaces

Mexico s asset tax and is applied along with Mexico s regular income tax. Mexican companies will be required to pay the greater of the IETU or the income tax. IETU is calculated by applying a tax rate of 16.5% in 2008, 17.0% in 2009 and 17.5% thereafter. The US GAAP adjustment represents the cumulative impact of the differences in accounting relating to the US GAAP adjustments described in A), B), C) and D) above and the difference in presenting the effects of inflation as required in 2006 and 2007.

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The effects of temporary differences that give rise to deferred IETU, after considering the impact of the US GAAP balances as of December 2007 and 2008 are as follows:

	As of December 31, 2007	2008
Deferred IETU tax asset:		
Accrued liabilities	Ps. 3,502	Ps. 20,901
Deferred IETU liability:		
Fixed assets	Ps. (93,083)	(111,646)
Others	(1,399)	(17,567)
	(94,482)	(129,213)
Net deferred IETU tax liability under US GAAP	Ps. (90,980)	Ps. (108,312)
Net deferred IETU tax liability under Mexican FRS	(489,141)	(500,020)
Net deferred IETU US GAAP adjustments	Ps. 389,161	Ps. 391,708

(I) Cash and cash equivalents

Under Mexican FRS, temporary investments and marketable securities, expected to be held less than one year, are considered to be cash equivalents.

Under US GAAP, temporary investments and cash equivalents with original maturities greater than 90 days are considered to be short-term investments and, accordingly, are shown separately from cash in the balance sheet and cash flow statement.

(J) Restructure, contract termination fees and loss on natural disaster

Under Mexican FRS, restructure costs, certain contract termination fees and loss on natural disaster were charged against the results of operations as a non-ordinary item. Under US GAAP, restructure costs, contract termination fees and loss from natural disaster would be considered an operating expense. These charges have been reclassified as an operating expense in the US GAAP condensed consolidated income statement.

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(K) Supplemental Cash Flow Information

Presented below are statements of cash flows of the Company for the years ended December 31, 2006, 2007 and 2008, prepared after considering the impact of US GAAP adjustments. The cash flow statements for 2006 and 2007 present nominal cash flows during the periods, adjusted to December 31, 2007, purchasing power.

	For the years ended December 31,		
	2006	2007	2008
Operating activities:			
Net income under US GAAP	Ps. 431,597	Ps. 257,274	Ps. 1,219,609
Adjustments to reconcile net income to cash flows provided by operating activities:			
Allowance for doubtful accounts			8,492
Loss from monetary position	91,642	92,950	
Asset tax, tax on dividends and deferred income taxes	446,423	919,603	446,311
Deferred employees statutory profit sharing	153,754	119,185	15,895
Deferred flat rate business tax		90,980	95,558
Depreciation and amortization	277,808	317,255	378,561
Other provisions	62,245	63,127	23,411
Restoration cost for natural disasters	62,296	2,385	
Insurance proceeds	(3,633)		
Changes in operating assets and liabilities:			
Trade receivables	(75,461)	(43,874)	(134,151)
Recoverable taxes and other current assets	(182,670)	(198,045)	(618,225)
Trade accounts payable	(16,291)	23,209	274,970
Accrued expenses and other payables	(165,277)	82,292	(15,582)
Cash flows provided by operating activities	1,082,433	1,726,341	1,694,849
Investing activities:			
Proceeds from short-term investments	402,772	409,012	55,022
Purchases of short-term investments	(354,112)	(51,062)	
Purchase of other rights and machinery furniture and equipment	(1,034,232)	(722,200)	(935,772)
Insurance proceeds	51,137		
Restorations payments	(94,352)		
Cash flows used in investing activities	(1,028,787)	(364,250)	(880,750)
Financing activities:			
Payments of tax on dividends	(89,283)	(88,873)	(351,262)
Payment of dividends	(218,582)	(231,249)	(600,000)
Cash flows used in financing activities	(307,865)	(320,122)	(951,262)

Effects of inflation on cash and cash equivalents	(45,157)	(31,151)	
Increase (decrease) in cash and cash equivalents	(299,376)	1,010,818	(137,163)
Cash and cash equivalents at beginning of period	1,159,233	859,857	1,870,675
Cash and cash equivalents at end of period	Ps. 859,857	Ps. 1,870,675	Ps. 1,733,512
Supplemental cash disclosures:			
Asset tax	Ps. 130,342	Ps. 81,887	Ps.
Tax on dividends	89,283	88,873	351,262
Flat rate business tax			75,943
Current income tax			103,023

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(L) Recently Issued Accounting Standards

The Company is currently evaluating the impact, if any, of the adoption of the following recently issued accounting standards will have on its financial position, result of operations and disclosures.

In December 2007, the FASB published SFAS No. 160 *Non Controlling Interests in Consolidated Financial Statements* an amendment of ARB No. 51. This statement addresses the reporting of minority interests in the results of the parent and provides direction for the recording of such interests in the financial statements. It also provides guidance for the recording of various transactions related to the minority interests, as well as certain disclosure requirements.

SFAS No. 160 will be effective for fiscal years, and interim periods after December 15, 2008, earlier adoption is prohibited and shall be applied retrospectively.

In December 2007, the FASB published SFAS No. 141-R *Business Combinations* , which replaces SFAS No. 141. This statement improves the reporting of information about a business combination and its effects. This statement establishes principles and requirements for how the acquirer will recognize and measure the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquisition. Also, the statement determines the recognition and measurement of goodwill acquired in the business combination or a gain from a bargain purchase, and finally, determines the disclosure requirements to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

SFAS No 141-R will be effective for all business combinations with an acquisition date on or after the beginning of the first annual reporting period after December 15, 2008, introduces significant changes to the accounting for and reporting of business combinations, continuing the movement toward greater use of fair values.

On March 19, 2008 the FASB issued Statement No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133* This new standard requires enhanced disclosures for derivative instruments, including those used in hedging activities. It is effective for fiscal years and interim periods beginning after November 15, 2008, with early adoption encouraged.

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On November 12, 2008, FASB issued Statement FSP No. FAS 104-4 and FIN 46(R)-8 *Disclosures about Transfers of Financial Assets and Interests in Variable Interest Entities* . The FASB decided that the enhanced disclosures will be required of all public entities effective for periods ending after December 15, 2008.

C.P.A. Adolfo Castro Rivas
Chief Financial and Strategic Planning Officer
Grupo Aeroportuario del Sureste, S. A. B. de C. V.

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EXHIBIT INDEX

Exhibit No.	Description
8.1	List of material subsidiaries of the Company.