

# **BBVA** Bancomer

## Financial Results 3Q12

October 31<sup>st</sup>, 2012

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## Presentation of Financial Information

This report presents unaudited financial information as of September 30th, 2012, as referred to in *"Disposiciones de Carácter General Aplicables a la Información Financiera de las Instituciones de Crédito"* (General Resolutions Applicable to Financial Information of Credit Institutions) for BBVA Bancomer S.A., in accordance with the generally accepted accounting principles for Mexican banking institutions (the "Mexican Banking GAAP").

Certain amounts and percentages included in this document have been subject to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetical aggregation of the figures preceding them.

Financial information contained in this document has been prepared in accordance with the accounting principles and regulations prescribed by the *"Comisión Nacional Bancaria y de Valores"* (the National Banking and Securities Commission or CNBV), that is, the Mexican Banking GAAP. Mexican Banking GAAP differs from Mexican Financial Reporting Standards, as published by the *"Consejo Mexicano para la Investigación y Desarrollo de Normas de Información Financiera"* (the Mexican Board for the Research and Development of Financial Reporting Standards, or CINIF). Mexican Banking GAAP also differs from generally accepted accounting principles in the United States of America, or U.S. GAAP, and SEC guidelines applicable to banking institutions in the United States.

Unless specified otherwise, in accordance with Mexican Banking GAAP, our financial statements and other financial information contained in this document are presented on a consolidated basis. In accordance with Mexican Banking GAAP, only those subsidiaries that operate in the financial sector or that provide auxiliary or complementary services are consolidated for the purpose of presenting our consolidated financial information. Our other affiliates are accounted for under the equity method, representing less than 1% of our total equity. Bancomer's Consolidated subsidiaries are: BBVA Bancomer Financial Holdings, Inc., Opcion Volcan, S.A. de C.V., Desitel, Tecnología y Sistemas, S.A. de C.V., Afore Bancomer, S.A. de C.V., Fideicomiso No. 29764-8 Socio Liquidador de Operaciones Financieras Derivadas Posición de Terceros, Fideicomiso No. 29763-0 Socio Liquidador de Operaciones Financieras Derivadas Posición Propia, Adquira México, S. A. de C. V., Visacom, S. A. de C. V., Financiera Ayudamos, S. A. de C. V. and Unidad de Avalúos México, S. A. de C. V.

## Highlights 3Q12

### **Decree and Payment of Cash Dividend of BBVA Bancomer**

During the third quarter of the year, BBVA Bancomer made the third payment of dividends, that was of \$0.320029576913052 per share.

### **Issuance of Subordinated Capital Notes**

During the third quarter of the year, BBVA Bancomer issued two subordinated notes of USD \$1,500 million on international capital markets, due 2022. Strong demand for these issues confirms confidence from the international investor community in BBVA Bancomer's recurrent results and fundamental strengths. These issues consolidate BBVA Bancomer's growth in Mexico.

## Main Messages

### Results

- Positive evolution of recurrent income:
  - Net Interest Margin increased 10.3% y-o-y driven by a positive evolution of volumes of loans and deposits.
  - Fees & Commissions increased at an annual growth rate of 1.5%, due to higher transaction volumes through credit and debit cards.
- Total expenses increased 9.5% annually, explained by a significant investment in the strengthening of our distribution network and hiring of new employees. Over the last twelve months we have installed 538 new ATMs and more than 10,700 POS terminals.
- Net Income reached 16,860 million pesos (mp), explained by strong recurrent revenues. Net income is 3.3% higher than the first nine months of 2011.

### Commercial Activity

- Total Performing Loans reached 638,370 mp, annual growth rate of 9.7%.
- Lending to individuals, including consumer loans, credit cards and mortgages, showed a positive behavior with a y-o-y growth rate of 11.4%.
- Commercial lending reached 326,671 mp; 8.2% higher than September 2011.
- Demand deposits continued to increase during the third quarter of the year and showed an annual growth rate of 9.8%.

## Financial Ratios

BBVA Bancomer	3Q	4Q	1Q	2Q	3Q	9M	9M
Ratios	2011	2011	2012	2012	2012	2011	2012
Net interest margin (NIM)	3.8%	4.5%	4.2%	4.2%	3.8%	3.9%	4.0%
Efficiency	45.1%	42.9%	45.7%	45.7%	44.6%	43.9%	45.3%
Productivity	54.0%	52.4%	48.5%	48.7%	48.9%	52.6%	48.7%
ROE	16.2%	24.8%	20.3%	19.7%	17.9%	19.4%	19.2%
ROA	1.6%	2.4%	1.9%	1.8%	1.7%	1.9%	1.8%
Liquidity	92.0%	95.8%	97.3%	87.3%	103.7%	92.0%	103.7%
Total Net Capital / Credit Risk	27.2%	26.7%	26.1%	25.0%	27.3%	27.2%	27.3%
Tier 1 / Risk Weighted Assets	11.2%	11.3%	11.0%	11.6%	11.1%	11.2%	11.1%
Total Net Capital / Risk Weighted Assets	15.7%	15.8%	15.1%	14.9%	15.9%	15.7%	15.9%

### Bancomer Rating by CNBV

At September 30th, 2012, BBVA Bancomer is positioned in category I, according to calculation made by Banco de Mexico, in accordance to the definition stated in fraction III of the rule I of the General Rules (*Reglas de Carácter General*) established in article 134 BIS of the Mexican Credit Institutions Law ("*Ley de Instituciones de Crédito*").

### Financial Ratios

#### 1) NIM:

Net interest income after provision for loan losses determined on annualized basis / Average earning assets, based on beginning and end of the period.

#### 2) Efficiency:

Non-interest expense / (Net interest income + Total Fees + Trading income + Other operating income)

#### 3) Productivity

Total Fees / Non-interest expense.

#### 4) ROE:

Net Income determined on annualized basis / Average stockholders' equity, based on beginning and end of the period.

#### 5) ROA:

Net Income determined on annualized basis / Average total assets, based on beginning and end of the periods.

#### 6) Liquidity:

Liquid assets (cash and cash equivalents + trading + available for sale securities) / Liquid liabilities (demand deposits + interbank loans and loans from other entities payable on demand + interbank loans and loans from other entities of short term).

#### 7) Total Net Capital / Credit Risk:

Total Net Capital / Assets subject to credit risk

#### 8) Tier 1 / Risk-Weighted Assets:

Tier 1 / Assets subject to credit, operational and market risk

#### 9) Total Net capital / Risk-Weighted Assets:

Total Net Capital / Assets subject to credit, operational and market risk

## Financial Statements

### Balance Sheet

Balance Sheet as of September 30th, 2012

(Data in million MXN pesos)

ASSETS		LIABILITIES AND STOCKHOLDERS' EQUITY	
Cash and cash equivalents	119,658	Deposits	655,981
Margin call accounts	4,047	Demand deposits	446,411
Securities	374,727	Time Deposits	153,420
Trading	250,259	The general public	131,172
Available for sale	109,325	Money market	22,248
Held to maturity	15,143	Bonds	56,150
Debtors from repurchase agreement	120	Interbank loans and loans from other entities	21,162
Derivatives	74,928	Payable on demand	4,555
Trading	70,825	Short-term	11,375
Hedging Transactions	4,103	Long-term	5,232
Valuation adjustments derived from hedges of financial assets	3,044	Creditors from repurchase agreements	240,680
Performing loans	638,370	Securities loans	2
Commercial loans	326,671	Collaterals sold or delivered in guarantee	39,434
Business or commercial activity	225,120	Repurchase agreement	0
Financial entities	9,868	Security loans	39,434
Government entities	91,683	Derivatives	76,149
Consumer	161,505	Trading	71,203
Mortgage	150,194	Hedge transactions	4,946
Non performing loans	23,123	Valuation adjustments derived from hedges of financial liabilities	4,066
Commercial loans	7,593	Other payables	63,066
Business or commercial activity	7,229	Employee profit sharing (PTU) payable	17
Financial entities	31	Transaction settlement creditors	30,300
Government entities	333	Creditors from collaterals received in cash	10,389
Consumer	6,787	Accrued liabilities and other	22,360
Mortgage	8,743	Subordinated debt	67,900
Total loans	661,493	Deferred credits and advanced collections	6,950
Allowance for loan losses	(28,494)	<b>Total Liabilities</b>	<b>1,175,390</b>
Total loans, net	632,999		
Receivable benefits from securitization transactions	1,175	Stockholders' equity	
Receivable sundry debtors and prepayments net	41,179	Subscribed capital	39,864
Repossession assets, net	5,600	Paid-in capital	24,138
Property, furniture and equipment, net	18,004	Share premium	15,726
Equity investments	2,851	Earned capital	76,560
Deferred taxes, net	6,550	Capital reserves	6,881
Other assets	7,877	Results of prior years	48,591
Deferred charges, prepaid expenses and intangibles	7,877	Unrealized gain on available-for-sale securities	2,536
<b>Total Assets</b>	<b>1,292,759</b>	Result from valuation of cash flow hedging instruments	1,568
		Result from conversion of foreign subsidiaries	124
		Net income	16,860
		Majority stockholders' equity	116,424
		Non-controlling interest in consolidated subsidiaries	945
		<b>Total stockholders' equity</b>	<b>117,369</b>
		<b>Total Liabilities and Stockholders' Equity</b>	<b>1,292,759</b>

BBVA Bancomer	Sep
Cuentas de orden	2012
Millones de pesos	
Activos y pasivos contingentes	36
Compromisos crediticios	244,882
Fideicomisos	321,523
Mandato	644,328
<b>Bienes en fideicomiso o mandato</b>	<b>965,851</b>
Bienes en custodia o en administración	255,697
Colaterales recibidos por la entidad	71,416
Colaterales recibidos y vendidos o entregados en garantía por la entidad	71,368
Operaciones de banca de inversión por cuenta de terceros (neto)	41,665
Intereses devengados no cobrados derivados de cartera de crédito vencida	6,109
Otras cuentas de registro	1,619,429

The historical paid-in capital at September 30th, 2012 was of 4,243 million pesos.

This consolidated balance sheet was prepared according to the Accounting Criteria applicable to Credit Institutions issued by the Mexican National Banking and Securities Commission, in conformity with Articles 99, 101 and 102 of the Mexican Credit Institutions Law, of general and compulsory observance, consistently applied, reflecting the financial position of the institution as of the dates stated above, which were carried out and measured according to sound banking practices and applicable legal and administrative dispositions.

This consolidated balance sheet was approved by the Board of Directors under the responsibility of the signatories.

IGNACIO DESCHAMPS GONZALEZ  
DIRECTOR GENERAL

JAVIER MALAGON NAVAS  
DIRECTOR GRAL. FINANZAS

FERNANDO DEL CARRE GONZALEZ DEL REY  
DIRECTOR GRAL. AUDITORIA INTERNA

LEOBARDO RAMIREZ HERNANDEZ  
DIRECTOR CONTABILIDAD CORPORATIVA

## Income Statement

### BBVA Bancomer Income Statement from January 1st to September 30th, 2012 (Data in million MXN pesos)

Interest income	75,576
Interest expense	(24,108)
<b>Net interest income</b>	<b>51,468</b>
Provisions for loan losses	(16,422)
<b>Net interest income after provisions for loan losses</b>	<b>35,046</b>
Fees on Service	22,081
Fees Paid	(6,538)
<b>Total Fees</b>	<b>15,543</b>
Trading income	2,699
Other operating income	734
Non-interest expense	(31,922)
<b>Operating income</b>	<b>22,100</b>
Share in net income of unconsolidated subsidiaries and affiliates	374
<b>Income before tax</b>	<b>22,474</b>
Current income tax	(5,239)
Deferred income tax	(67)
<b>Income before discontinued operations</b>	<b>17,168</b>
Discontinued operations	0
<b>Income before controlling interest</b>	<b>17,168</b>
Non-controlling interest	(308)
<b>Net income</b>	<b>16,860</b>

This consolidated Income Statement was prepared according to the Accounting Criteria applicable to Credit Institutions issued by the Mexican National Banking and Securities Commission, in conformity with Articles 99, 101 and 102 of the Mexican Credit institutions Law, of general and compulsory observance, consistently applied, reflecting the financial position of the institution for the years stated above, which were carried out and measured according to sound banking practices and applicable legal and administrative dispositions. This consolidated Income Statement was approved by the Board of Directors under the responsibility of the signatories.

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## Statement of Cash Flows

**BBVA Bancomer**  
**Statement of Cash Flows from January 1st to September 30th, 2012**  
(Data in million MXN pesos)

<b>Net income</b>	<b>16,860</b>
<b>Adjustments derived from items not involving cash flow</b>	
Profit or loss derived from the valuation of investment and financing activities	(42)
Depreciation of property, furniture and fixtures	1,040
Amortization of intangible assets	892
Provisions	2,397
Income taxes	5,306
Share in net income of unconsolidated subsidiaries and affiliated companies	(374)
Noncontrolling interest	308
	<b>9,527</b>
	<b>26,387</b>
<b>Operating activities</b>	
Change in margin call accounts	(600)
Change in investments in securities	(44,536)
Change in debtors from repurchase agreement	4,420
Change in derivatives (assets)	(7,193)
Change in loan portfolio (net)	(34,415)
Change in receivable benefits from securitized transactions	1
Change in repossessed assets	(1,498)
Change in other operating assets	1,238
Change in deposits	15,875
Change in interbank loans and other loans from other entities	1,437
Change in creditors from repurchase agreements	29,796
Change in security loans	1
Change in collaterals sold or delivered in guarantee	14,711
Change in derivatives (liabilities)	(918)
Change in subordinated debt	9,326
Change in other operating liabilities	3,814
Change in hedging instruments (of hedge items related to operation activities)	8,425
Income taxes payment	(1,959)
<b>Net cash flows used in operating activities</b>	<b>(2,075)</b>
<b>Investment activities</b>	
Proceeds from the disposal of property, furniture and fixtures	10
Payments for the acquisition of property furniture and fixtures	(1,968)
Proceeds from the disposal of equity investments	100
Payments for the acquisition of equity investments	(188)
Proceeds of cash dividends	195
Payments for the acquisition of intangible assets	(871)
<b>Net cash flows used in investment activities</b>	<b>(2,722)</b>
<b>Financing activities</b>	
Cash dividends paid	(16,261)
Cash dividends paid of Afore Bancomer	(304)
<b>Net cash flows used in financing activities</b>	<b>(16,565)</b>
<b>Net increase or decrease in cash and cash equivalents</b>	<b>5,025</b>
<b>Effects of changes in cash and cash equivalents</b>	<b>(767)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>115,400</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>119,658</b>

This Consolidated Statement of Cash Flows was prepared according to the Accounting Criteria applicable to Credit Institutions issued by the Mexican National Banking and Securities Commission, in conformity with Articles 99, 101 and 102 of the Mexican Credit institutions Law, of general and compulsory observance, consistently applied, reflecting the cash flows of the institution for the years stated above, which were carried out and measured according to sound banking practices and applicable legal and administrative dispositions. This Consolidated Statement of Cash Flows was approved by the Board of Directors under the responsibility of the signatories.

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DIRECTOR CONTABILIDAD CORPORATIVA

## Statement of Changes in Stockholders' Equity

BBVA Bancomer Statement of Changes in Stockholders' Equity Million pesos	Subscribed Capital			Results of Prior Years	Earned capital			Net Income	Majority stockholders' equity	Non controlling Interest in Consolidated Subsidiaries	Total Stock- holders Equity
	Paid-in Capital	Share Premium	Capital Reserves		Unrealized Gain on Available for Sale Securities	Result from Valuation of Cash Flow Hedging Instruments	Result from Conversion of Foreign Subsidiaries				
<b>Balances at December 31st, 2011</b>	<b>24,138</b>	<b>15,726</b>	<b>6,881</b>	<b>41,385</b>	<b>2,412</b>	<b>1,255</b>	<b>171</b>	<b>23,467</b>	<b>115,435</b>	<b>942</b>	<b>116,377</b>
<i>Movements due to stockholders' decision</i>											
Transfer of net income to results of prior years				23,467				(23,467)	0		0
Cash Dividends Paid				(16,261)					(16,261)		(16,261)
Dividends Paid of Afore										(304)	(304)
Total	0	0	0	7,206	0	0	0	(23,467)	(16,261)	(304)	(16,565)
<i>Comprehensive income movements</i>											
Net income for the year											
Net income								16,860	16,860	308	17,168
Results from valuation of available for sale securities					124				124		124
Results from valuation of Cash Flow Hedging Instruments						313			313		313
Adjustment for valuation of associated companies									0	(1)	(1)
Result from Conversion of Foreign Subsidiaries							(47)	(47)	(47)		(47)
Total	0	0	0	0	124	313	(47)	16,860	17,250	307	17,557
<b>Balances at September 30th, 2012</b>	<b>24,138</b>	<b>15,726</b>	<b>6,881</b>	<b>48,591</b>	<b>2,536</b>	<b>1,568</b>	<b>124</b>	<b>16,860</b>	<b>116,424</b>	<b>945</b>	<b>117,369</b>

The present Consolidated Statement of Changes in Stockholders' Equity was prepared according to the Accounting Criteria applicable to Credit Institutions issued by the Mexican National Banking and Securities Commission, in conformity with Articles 99, 101 y 102 of the Mexican Credit Institutions Law, of general and compulsory observance, consistently applied, reflecting the changes in stockholders' equity of the institution for the years stated above which were carried out and measured according to sound banking practices and applicable legal and administrative dispositions

This Consolidated Statement of Changes in Stockholders' Equity was approved by the Board of Directors under the responsibility of the signatories.

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DIRECTOR GENERAL

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DIRECTOR GENERAL FINANZAS

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## Balance Sheet (last 5 quarters)

BBVA Bancomer					
Assets	Sep	Dec	Mar	Jun	Sep
Million of pesos	2011	2011	2012	2012	2012
<b>Cash and cash equivalents</b>	<b>101,511</b>	<b>115,400</b>	<b>127,640</b>	<b>85,984</b>	<b>119,658</b>
<b>Margin call accounts</b>	<b>2,992</b>	<b>3,546</b>	<b>4,098</b>	<b>4,273</b>	<b>4,047</b>
<b>Securities:</b>	<b>305,582</b>	<b>332,865</b>	<b>329,670</b>	<b>346,439</b>	<b>374,727</b>
Trading	192,115	213,112	219,048	224,140	250,259
Available for sale	98,932	105,081	95,796	107,312	109,325
Held to maturity	14,534	14,671	14,826	14,987	15,143
<b>Debtors from repurchase agreement</b>	<b>0</b>	<b>4,540</b>	<b>11</b>	<b>63</b>	<b>120</b>
<b>Derivatives</b>	<b>89,744</b>	<b>74,461</b>	<b>64,829</b>	<b>77,051</b>	<b>74,928</b>
Trading	79,304	63,633	58,356	71,757	70,825
Hedging Transactions	10,441	10,828	6,473	5,294	4,103
<b>Valuation adjustments derived from hedges of financial assets</b>	<b>1,246</b>	<b>969</b>	<b>1,827</b>	<b>3,059</b>	<b>3,044</b>
<b>Performing loans</b>	<b>581,786</b>	<b>610,216</b>	<b>611,360</b>	<b>626,659</b>	<b>638,370</b>
Commercial loans	301,922	317,905	312,971	322,178	326,671
Business or commercial activity	211,736	218,536	211,730	220,975	225,120
Financial entities	7,530	7,425	7,701	8,962	9,868
Government entities	82,656	91,944	93,540	92,241	91,683
Consumer	136,659	146,734	150,203	155,455	161,505
Mortgage	143,205	145,577	148,186	149,026	150,194
<b>Non performing loans</b>	<b>21,052</b>	<b>19,681</b>	<b>20,820</b>	<b>22,327</b>	<b>23,123</b>
Commercial loans	7,591	7,556	7,812	7,938	7,593
Business or commercial activity	6,846	7,555	7,810	7,767	7,229
Financial entities	2	1	1	8	31
Government entities	744	0	1	163	333
Consumer	5,959	5,756	5,712	6,538	6,787
Mortgage	7,502	6,369	7,296	7,851	8,743
<b>Total loans</b>	<b>602,838</b>	<b>629,897</b>	<b>632,180</b>	<b>648,986</b>	<b>661,493</b>
Allowance for loan losses	(26,031)	(24,873)	(25,642)	(27,245)	(28,494)
<b>Total loans, net</b>	<b>576,807</b>	<b>605,024</b>	<b>606,538</b>	<b>621,741</b>	<b>632,999</b>
<b>Receivable benefits from securitization transactions</b>	<b>1,189</b>	<b>1,175</b>	<b>1,175</b>	<b>1,175</b>	<b>1,175</b>
<b>Receivable sundry debtors and prepayments net</b>	<b>54,581</b>	<b>44,190</b>	<b>58,171</b>	<b>69,946</b>	<b>41,179</b>
<b>Reposessed assets, net</b>	<b>3,369</b>	<b>4,102</b>	<b>4,249</b>	<b>4,910</b>	<b>5,600</b>
<b>Property, furniture and equipment, net</b>	<b>16,287</b>	<b>17,086</b>	<b>17,220</b>	<b>17,590</b>	<b>18,004</b>
<b>Equity investments</b>	<b>2,490</b>	<b>2,591</b>	<b>2,705</b>	<b>2,671</b>	<b>2,851</b>
<b>Deferred taxes, net</b>	<b>8,188</b>	<b>6,367</b>	<b>4,692</b>	<b>4,593</b>	<b>6,550</b>
<b>Other assets</b>	<b>8,424</b>	<b>10,600</b>	<b>13,591</b>	<b>11,043</b>	<b>7,877</b>
Deferred charges, prepaid expenses and intangibles	8,424	10,600	13,591	11,043	7,877
<b>Total Assets</b>	<b>1,172,411</b>	<b>1,222,914</b>	<b>1,236,416</b>	<b>1,250,538</b>	<b>1,292,759</b>

BBVA Bancomer Liabilities and Stockholders' Equity Million of pesos	Sep 2011	Dec 2011	Mar 2012	Jun 2012	Sep 2012
<b>Deposits</b>	<b>642,342</b>	<b>645,436</b>	<b>649,681</b>	<b>668,290</b>	<b>655,981</b>
Demand deposits	406,620	437,572	439,627	468,014	446,411
Time Deposits	180,001	154,316	150,482	144,593	153,420
The general public	161,149	138,861	134,917	128,618	131,172
Money market	18,853	15,455	15,565	15,975	22,248
Bonds	55,722	53,548	59,572	55,683	56,150
<b>Interbank loans and loans from other entities</b>	<b>25,515</b>	<b>20,306</b>	<b>20,228</b>	<b>15,492</b>	<b>21,162</b>
Payable on demand	10,145	4,179	4,227	2,856	4,555
Short-term	10,143	11,052	11,020	7,501	11,375
Long-term	5,227	5,075	4,981	5,135	5,232
<b>Creditors from repurchase agreements</b>	<b>157,003</b>	<b>210,884</b>	<b>225,366</b>	<b>217,285</b>	<b>240,680</b>
Securities creditors	2	1	1	3	2
<b>Collaterals sold or delivered in guarantee</b>	<b>22,966</b>	<b>24,723</b>	<b>32,995</b>	<b>40,578</b>	<b>39,434</b>
Repurchase agreement	7	0	0	0	0
Security loans	22,959	24,723	32,995	40,578	39,434
<b>Derivatives</b>	<b>93,548</b>	<b>74,721</b>	<b>62,391</b>	<b>77,796</b>	<b>76,149</b>
Trading	90,450	72,121	59,530	73,796	71,203
Hedge transactions	3,098	2,600	2,861	4,000	4,946
<b>Valuation adjustments derived from hedges of financial liabilities</b>	<b>3,040</b>	<b>3,134</b>	<b>3,652</b>	<b>4,041</b>	<b>4,066</b>
<b>Other payables</b>	<b>45,984</b>	<b>59,395</b>	<b>60,987</b>	<b>53,992</b>	<b>63,066</b>
Employee profit sharing (PTU) payable	25	33	43	10	17
Transaction settlement creditors	15,048	24,404	29,713	21,147	30,300
Creditors from collaterals received in cash	10,496	10,187	9,637	10,721	10,389
Accrued liabilities and other	20,415	24,771	21,594	22,114	22,360
<b>Subordinated debt</b>	<b>62,253</b>	<b>62,450</b>	<b>58,837</b>	<b>49,756</b>	<b>67,900</b>
<b>Deferred credits and advanced collections</b>	<b>5,393</b>	<b>5,487</b>	<b>6,582</b>	<b>6,499</b>	<b>6,950</b>
<b>Total Liabilities</b>	<b>1,058,047</b>	<b>1,106,538</b>	<b>1,120,720</b>	<b>1,133,732</b>	<b>1,175,390</b>
<b>Stockholders' equity</b>					
<b>Subscribed capital</b>	<b>39,864</b>	<b>39,864</b>	<b>39,864</b>	<b>39,864</b>	<b>39,864</b>
Paid-in capital	24,138	24,138	24,138	24,138	24,138
Share premium	15,726	15,726	15,726	15,726	15,726
<b>Earned capital</b>	<b>73,659</b>	<b>75,571</b>	<b>75,103</b>	<b>76,109</b>	<b>76,560</b>
Capital reserves	6,881	6,881	6,881	6,881	6,881
Results of prior years	45,288	41,385	58,290	53,441	48,591
Unrealized gain on available-for-sale securities	3,001	2,411	2,602	2,653	2,536
Result from valuation of cash flow hedging instruments	2,007	1,255	1,308	1,371	1,568
Result from conversion of foreign subsidiaries	168	171	120	150	124
Net income	16,314	23,467	5,902	11,613	16,860
<b>Majority stockholders' equity</b>	<b>113,523</b>	<b>115,435</b>	<b>114,966</b>	<b>115,973</b>	<b>116,424</b>
Non-controlling interest in consolidated subsidiaries	842	942	729	833	945
<b>Total Stockholders' Equity</b>	<b>114,365</b>	<b>116,377</b>	<b>115,696</b>	<b>116,806</b>	<b>117,369</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>1,172,411</b>	<b>1,222,914</b>	<b>1,236,416</b>	<b>1,250,538</b>	<b>1,292,759</b>

BBVA Bancomer Memorandum Accounts Million of Pesos	Sep 2011	Dec 2011	Mar 2012	Jun 2012	Sep 2012
Contingent assets and liabilities	82	82	82	31	36
Credit commitments	215,388	229,597	233,311	240,585	244,882
In trust	315,349	307,500	319,848	325,908	321,523
Under mandate	527,160	567,539	568,467	687,599	644,328
<b>Assets in trust or under mandate</b>	<b>842,509</b>	<b>875,039</b>	<b>888,315</b>	<b>1,013,506</b>	<b>965,851</b>
Assets in custody or under administration	238,658	248,434	254,095	255,753	255,697
Collaterals received by the institution	40,356	75,381	49,017	65,775	71,416
Collaterals received and sold or pledged as collateral by the institution	40,356	70,881	49,017	65,659	71,368
Investment banking transactions on behalf of third parties, net	49,058	32,360	56,278	40,259	41,665
Accrued interest on non-performing loans	4,664	4,997	4,962	5,443	6,109
Other record accounts	1,450,641	1,442,476	1,443,304	1,560,922	1,619,429

## Income Statement (last 5 quarters)

BBVA Bancomer Income Statement Million of pesos	3Q 2011	4Q 2011	1Q 2012	2Q 2012	3Q 2012	9M 2011	9M 2012
Interest income	23,593	24,733	24,671	25,295	25,610	69,714	75,576
Interest expense	(7,750)	(7,918)	(7,829)	(7,948)	(8,331)	(23,063)	(24,107)
<b>Net interest income</b>	<b>15,843</b>	<b>16,815</b>	<b>16,843</b>	<b>17,347</b>	<b>17,279</b>	<b>46,651</b>	<b>51,468</b>
Provisions for loan losses	(5,718)	(4,504)	(4,824)	(5,414)	(6,184)	(15,507)	(16,422)
<b>Net interest income after provisions for loan losses</b>	<b>10,125</b>	<b>12,310</b>	<b>12,018</b>	<b>11,933</b>	<b>11,095</b>	<b>31,144</b>	<b>35,046</b>
Fees on Services	7,230	7,426	7,196	7,346	7,539	20,758	22,081
Fees Paid	(1,932)	(2,196)	(2,081)	(2,165)	(2,292)	(5,437)	(6,539)
<b>Total Fees</b>	<b>5,298</b>	<b>5,230</b>	<b>5,114</b>	<b>5,181</b>	<b>5,247</b>	<b>15,321</b>	<b>15,542</b>
Trading income	256	674	959	397	1,343	3,693	2,699
Other operating income	338	550	168	336	230	741	734
Non-interest expense	(9,814)	(9,987)	(10,544)	(10,635)	(10,743)	(29,145)	(31,922)
<b>Operating income</b>	<b>6,205</b>	<b>8,777</b>	<b>7,715</b>	<b>7,212</b>	<b>7,172</b>	<b>21,754</b>	<b>22,100</b>
Share in net income of unconsolidated subsidiaries and affiliates	103	94	87	146	141	199	374
<b>Income before tax</b>	<b>6,308</b>	<b>8,870</b>	<b>7,802</b>	<b>7,358</b>	<b>7,313</b>	<b>21,952</b>	<b>22,474</b>
Current income tax	(2,665)	(10)	(181)	(1,524)	(3,533)	(5,042)	(5,239)
Deferred income tax	1,022	(1,607)	(1,627)	(19)	1,579	(350)	(67)
<b>Income before discontinued operations</b>	<b>4,665</b>	<b>7,253</b>	<b>5,994</b>	<b>5,814</b>	<b>5,359</b>	<b>16,561</b>	<b>17,168</b>
Discontinued operations	0	0	0	0	0	0	0
<b>Income before controlling interest</b>	<b>4,665</b>	<b>7,253</b>	<b>5,994</b>	<b>5,814</b>	<b>5,359</b>	<b>16,561</b>	<b>17,168</b>
Non-controlling interest	(92)	(100)	(92)	(103)	(113)	(247)	(308)
<b>Net income</b>	<b>4,573</b>	<b>7,153</b>	<b>5,902</b>	<b>5,711</b>	<b>5,246</b>	<b>16,314</b>	<b>16,860</b>

## Rating Loan Portfolio

BBVA Bancomer

Performing Loan Ratings as of September 30th , 2012

Concept	Performing Loans Ammount	Allowance for Loan Losses			
		Commercial Loans	Consumer Loans	Mortgage Loans	Total Allowance for Loan Losses
Excepted	24,259				
Rated					
Risk A	423,608	1,679	320	437	2,436
Risk B	204,206	2,616	5,939	1,115	9,670
Risk C	22,284	1,051	3,589	2,763	7,403
Risk D	5,139	119	3,566	102	3,787
Risk E	1,547	905	418	263	1,586
Additional		465	85	3,062	3,612
<b>Provisions</b>	<b>681,043</b>	<b>6,835</b>	<b>13,917</b>	<b>7,742</b>	<b>28,494</b>

### Notes:

1. The amount for grading and setting up provisions corresponds to the last day of the month stated in balance sheet as of September 30th, 2012.
2. Performing loans are graded in accordance to the rules issued by National Banking and Securities Commission (CNBV), and internal methodologies.

## Ratings

### BBVA Bancomer

#### Standard and Poor's

	Long Term	Short Term	Outlook
Issuer Credit Rating -foreign Currency	BBB	A-2	Stable
Issuer Credit Rating -Local Currency	BBB	A-2	Stable
National Scale	mxAAA	mxA-1+	Stable
Stand Alone Credit Profile (SACP)	bbb+		

#### Moody's

Bank Deposits - Domestic Currency	Baa1	P-2	Stable
Bank Deposits - foreign Currency	A2	P-1	Stable
National Scale Rating Bank Deposits	Aaa.mx	MX-1	Stable
Bank Financial Strength Rating (BFSR)	C-		

#### Fitch

Issuer Default Rating - foreign Currency	A-	F1	Negative
Issuer Default Rating - Local Currency	A-	F1	Negative
National Scale Rating	AAA(mex)	F1 + (mex)	Stable
Viability Rating (VR)	a-		

## Issues

BBVA Bancomer Issues						
Instrument	Amount (mill)	Issue Date	Due Date	Year of Maturity	Period (years)	Rate
<b>Senior Debt</b>						
Bond 2nd Issue - BCM0001	\$ 2,500	10-Nov-06	27-Oct-16	2016	10.0	8.60%
Bond 3rd Issue UDIS (1,719) - BACOMER 07U	1,719	02-Feb-07	09-Jul-26	2026	19.4	4.36%
Bond 3rd Issue UDIS (522) Reap - BACOMER 07U	522	30-Mar-07	09-Jul-26	2026	19.3	4.36%
Bond 7th Issue UDIS (1,092) - BACOMER 10U	1,092	06-Sep-10	24-Aug-20	2020	10.0	3.70%
Bond 8th Issue - BACOMER 10	\$ 1,078	06-Sep-10	24-Aug-20	2020	10.0	7.83%
Bond 1st Issue 2011 - BACOMER 11	\$ 5,000	31-Jan-11	27-Jan-14	2014	3.0	TIE28 + 0.20%
Bond 1st Issue 2011 - BACOMER 13062	\$ 1,200	05-Apr-11	05-Feb-13	2013	1.8	TIE28 + 0.14%
Senior Notes DIs 2011	US\$750	10-Mar-11	10-Mar-16	2016	5.0	4.50%
Bond 2nd Issue 2011 - BACOMER 21145	\$ 1,000	15-Apr-11	02-Apr-21	2021	10.0	TIE28 + 0.80%
Bond 3rd Issue 2011 - BACOMER 13225	\$ 700	03-Jun-11	31-May-13	2013	2.0	TIE28 + 0.10%
Bond 2nd Issue 2011 - BACOMER 11-2	\$ 3,000	10-Jun-11	06-Jun-14	2014	3.0	TIE28 + 0.20%
Bond 3rd issue 2012 - BACOMER 12	\$ 2,000	18-May-12	16-May-14	2014	2.0	TIE28 + 0.20%
Bond 4th issue 2012 - BACOMER 22224	\$ 1,000	07-Jun-12	26-May-22	2022	10.0	TIE28 + 0.85%
Bond (Private Issue)	\$ 7,500	12-Jul-12	11-Jul-13	2013	1.0	TIE28 + 0.00%
<b>Subordinated Debentures</b>						
Subordinated Debentures Tier 2 - BACOMER 06	\$ 2,500	28-Sep-06	18-Sep-14	2014	8.0	TIE28 + 0.30%
Capitalization Notes Tier 1 Dollars - USG09077AB73	US\$500	17-May-07	17-May-17	2017	15NC10	6.008%
Subordinated Debentures Tier 2 - BACOMER 08	\$ 1,200	28-Jul-08	27-Jul-13	2013	10NC5	TIE28 + 0.60%
Subordinated Debentures Tier 2 - BACOMER 08-2	\$ 3,000	06-Oct-08	05-Oct-13	2013	10NC5	TIE28 + 0.65%
Subordinated Debentures Tier 2 - BACOMER 08-3	\$ 2,859	10-Dec-08	09-Dec-15	2015	12NC7	TIE28 + 1.00%
Subordinated Debentures Tier 2 - BACOMER 09	\$ 2,729	19-Jun-09	18-Jun-14	2014	10NC5	TIE28 + 1.30%
Capitalization Notes Tier 1 Dollars	US\$1000	22-Apr-10	22-Apr-20	2020	10.0	7.250%
Subordinated Debentures Tier 2 Dollars	US\$1,250	10-Mar-11	10-Mar-21	2021	10.0	6.500%
Subordinated Debentures Tier 2 Dollars	US\$1,500	19-Jul-12	30-Sep-22	2022	10.2	6.750%
<b>Mortgage Securitization</b>						
2nd Issue - BACOMCB 08	\$ 1,114	14-Mar-08	14-Jul-28	2028	20.3	8.85%
3rd Issue Serie A2 UDIS - BACOMCB 08-2U	502	08-Ago-08	31-Ene-33	2033	24.5	5.53%
4th Issue - BACOMCB 08-2	\$5,509	01-Dic-08	19-Ago-30	2030	21.7	9.91%
5th Issue Serie 2 - BACOMCB 09-2	\$1,732	07-Ago-09	24-May-29	2029	19.8	8.04%
5th Issue Serie 3 - BACOMCB 09-3	\$3,616	07-Ago-09	24-May-29	2029	19.8	10.48%
<b>Others:</b>						
Inter-American Development Bank Loan	US\$20	15-Jul-10	15-Nov-13	2013	3.3	LIBOR 6M + 1.25%



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# BBVA Bancomer

## CONTACTS

Investor Relations  
Tel. (52 55) 5621-5721  
(52 55) 5621-5459  
Fax. (52 55) 5621-6161 Exts. 15721 & 15459  
[bancomerfixedincome.ir@bbva.bancomer.com](mailto:bancomerfixedincome.ir@bbva.bancomer.com)  
[www.bancomer.com](http://www.bancomer.com)