

# Vespucio Sur

## Annual Report

### 2012



# Vespucio Sur Annual Report 2012

This Annual Report is also available for the iPad on the AppStore, and as a PDF file. Please visit the following page to download the files:

<http://www.vespuciosur.cl/memorias>





# Contents

<b>1</b>	<b>LETTER FROM THE CHAIRMAN OF THE BOARD</b>	<b>92</b>
<b>2</b>	<b>DESCRIPTION OF THE COMPANY</b>	<b>94</b>
<b>3</b>	<b>OWNERSHIP OF THE COMPANY</b>	<b>96</b>
	Controlling Companies	97
	Changes to ownership	97
	Information regarding subsidiaries and associates	97
<b>4</b>	<b>MANAGEMENT AND HUMAN RESOURCES</b>	<b>98</b>
<b>5</b>	<b>DESCRIPTION OF THE SECTOR / TECHNICAL CHARACTERISTICS OF THE PROJECT AND BUSINESSES OF THE COMPANY</b>	<b>100</b>
	Description of the concessions system	101
	Historical review	101
	Technical characteristics of the project	102
	Commissioning of the works	102
	Financing	102
	Autopista Vespucio Sur economic activity	107
	Risk factors	107
	Insurance	108
	Rates	108
	Suppliers	109
	Brands and Patents	109
<b>6</b>	<b>OPERATION AND CONSERVATION OF THE WORKS</b>	<b>110</b>
	Annual traffic	111
	Transactions	111
	Billing and collections	114
	Customer service	115
	TAG Distribution	116
	Infrastructure maintenance	117
	Road safety and traffic management	119
	CSR activities	119
<b>7</b>	<b>RELEVANT EVENTS IN YEAR 2012</b>	<b>120</b>
<b>8</b>	<b>FINANCIAL STATEMENTS FOR YEAR 2012</b>	<b>123</b>

①

Letter from  
the Chairman

### To the Shareholders:

It is my pleasure to present to all shareholders the annual report of the Company corresponding to the year ended December 31, 2012, with the information of the Financial Statements, in which is shown that the results and indicators are in line with the forecasts.

The excellent economic and financial conditions of Chile, have caused, especially in the city of Santiago, a significant and sensitive increase of motorized vehicles which leads to the needs of improving and extending the road infrastructure of the country.

Chile is growing, its infrastructure is becoming insufficient and its economy shows strong signs of stability. These are elements that allow us indicating that opportunities are being created for the concessions industry towards a scenario of a new expansion in the country. One of the actors will be the Group Costanera (to which our Company belongs) that has consolidated itself as one of the most relevant and is now in an excellent position to take advantage of favorable outlook presented by the industry. In this sense, we expect that the Ministry of Public Works, develops large scale projects, which respond to the growing infrastructure needs, which will constitute a vital platform for the development and economic growth of the country.

In such a positive and favorable scenario, I invite you to analyze the contents of this annual report and its attached documents, expecting these comply with the delivery of the necessary information for the appropriate understanding of the Company's operations.

Finally, I would like to use this opportunity to thank the effort shown by the complete human team working at Vespucio Sur, which have assisted in achieving the established goals and which allow showing the results obtained by the Company during 2012. Also, we would like to express our gratitude to all shareholders who have deposited their trust and support on the Board of Directors that I chair, all factors that have contributed to the consolidation of the highway, as one of the most important highways of Santiago.



**Roberto Mengucci**  
Chairman of the Board



# Description of the Company ②



**NAME**

Sociedad Concesionaria Autopista Vespucio Sur S.A.

**TAX ID N°**

96.972.300-K

**REGISTERED ADDRESS**

Av. Américo Vespucio No. 4665, Macul Distric, Santiago

**DURATION**

The Company has a duration of 35 years from its constitution.

**CORPORATE PURPOSE**

The objective of the Company is the execution, repair, conservation, maintenance, exploitation and operation of the State's public work called "Sistema Américo Vespucio Sur Ruta 78/Avenida Grecia", through its concessions system, as well as the rendering and exploitation of the services agreed upon in the concession contract, intended to develop said work and all the necessary activities for the proper execution of the project.

**INCOMPANY**

The Company was incorporated through a public deed dated December 3rd, 2001, signed in Santiago, Chile before the Notary Public of Santiago Mrs. María Gloria Acharán Toledo. An extract of it was registered in the Commerce Registrar of the Real Estate Registrar of Santiago, record 31,107 No. 25,391 of year 2001, being published in the Official Gazette of December 4th, 2001. Said deed was modified through a public deed dated July 27th, 2004, granted in Santiago, Chile, before the Assisting Notary of Mrs. María

Gloria Acharán Toledo, Mr. Sergio Fernando Novoa Galán. Its extract was registered in the Commerce Registrar of the Real Estate Registrar of Santiago, under record 27940 No. 20766 of year 2004, and it was published in the Official Gazette No. 37,955 dated September 6th, 2004.

**TYPE OF COMPANY**

The Concession Company was incorporated as a privately held corporation, but with the enforcement of Law 20,382 it became a publicly-traded corporation, legally obliged to register its shares in the Securities Registrar. It is under the supervision of the Superintendencia de Valores y Seguros (SVS) regarding its information and advertisement obligations to the shareholders, the Superintendence and the public in general.

**AWARD DECREE AND SUPPLEMENTARY AGREEMENTS**

The contract was awarded by was performed through Supreme Decree No. 1,209 of August 20th, 2001, published in the Official Gazette No. 37,079 of October 6th, 2001.

Later, the concession agreement was amended by supplementary agreement No. 1 of December 19th, 2003, approved by Supreme Decree No. 102 of MOP on February 16th, 2004 and published in the Official Gazette No. 37,912 of July 17th, 2004. It was also modified in light of supplementary agreement No. 2, subscribed on

January 27th, 2006, approved by Supreme Decree No. 58 of MOP of January 31st, 2006 and published in Official Gazette No. 38,470 on May 23rd of that year.

**REGISTRATION WITH SVS**

The Company is registered in the Securities Registrar of Superintendencia de Valores y Seguros (SVS) under No. 772, dated May 29th, 2002.

**EXTERNAL AUDITORS**

Deloitte.

**CENTRAL OFFICES**

- Av. Américo Vespucio 4665, Macul, Santiago.
- Av. Américo Vespucio 1501, Mall Plaza Oeste E-115, Cerrillos, Santiago.
- Av. Vicuña Mackenna 7110, Mall Plaza Vespucio, Plaza Central 2do Nivel, La Florida, Santiago.
- Estación Metro Universidad de Chile – Línea 1, Local 3, Santiago.

**TELEPHONE** +56-2-2694 3500

**FAX** +56-2-2694 3599

**WEB SITE** [www.vespuciosur.cl](http://www.vespuciosur.cl)



# Ownership of the Company ③





### OWNERSHIP OF THE COMPANY

The subscribed and paid-in capital of the company, as of December 31st, 2012, comprises 40,000 ordinary, nominative, and single series shares, distributed among 2 shareholders as follows: *(below left)*.

### CONTROLLING COMPANIES

The Concession Company is controlled by Soc. Conc. Autopista Nueva Vespucio Sur S.A., which is controlled by Grupo Costanera S.p.A. *(below right)*.

### Information about Autostrade

#### Sud América S.r.L.

Atlantia Sud América S.r.L. is controlled by Autostrade per l'Italia S.p.A., which is controlled by Atlantia S.p.A., a group with more than that 5,000 km of highways in Italy, Brazil, Chile, Poland and India, with an investment of more than € 20 billion, and the first world operator of electronic tolls. The company lists securities on the Milan stock exchange and is part of the S & P/MIB index, with a market capitalization of € 8 billion approximately. It is one of the main Italian companies with a billing of Th€ 3,976, EBITDA of Th€ 2,385 and cash flows for Th€ 1,692 in 2011.

### Inversiones CPPIB Chile Limitada

CPP Investment Board is a professional investment management organization based in Toronto. Its purpose is investing assets of Canada's Pension Plan in order to maximize the return of investment with the lowest loss risk, diversifying its investments in 32 countries. At December 31, 2012 CPP's funds are US\$ 172.6 billion.

### CHANGES TO OWNERSHIP

The stock ownership of Sociedad Concesionaria Autopista Vespucio Sur S.A. experienced the following modifications in year 2012:

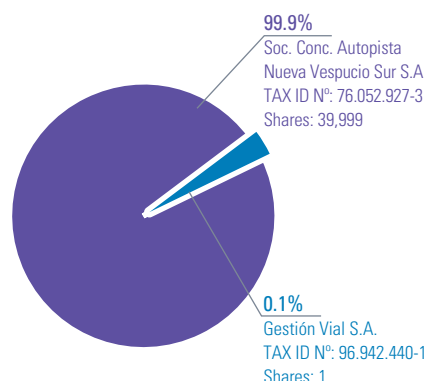
On April 19, 2012 Atlantia S.p.A. informed that its subsidiary Autostrade per l'Italia S.p.A. signed an agreement to sell 49.99% of its interests in Costanera Group to Canada Pension Plan Investment Board.

### INFORMATION REGARDING SUBSIDIARIES AND ASSOCIATES

As of December 31st, 2012, the Corporation has no subsidiaries, associates or investments in other companies.

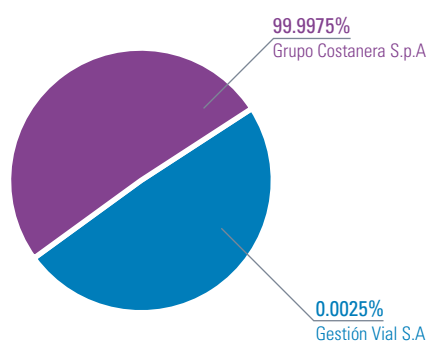
### SHAREHOLDERS

#### SOCIEDAD CONCESIONARIA AUTOPISTA VESPUCIO SUR S.A

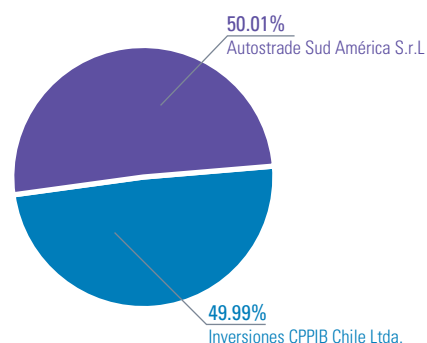


### CONTROLLING COMPANIES

#### SOCIEDAD CONCESIONARIA AUTOPISTA NUEVA VESPUCIO SUR S.A



#### GRUPO COSTANERA S.p.A

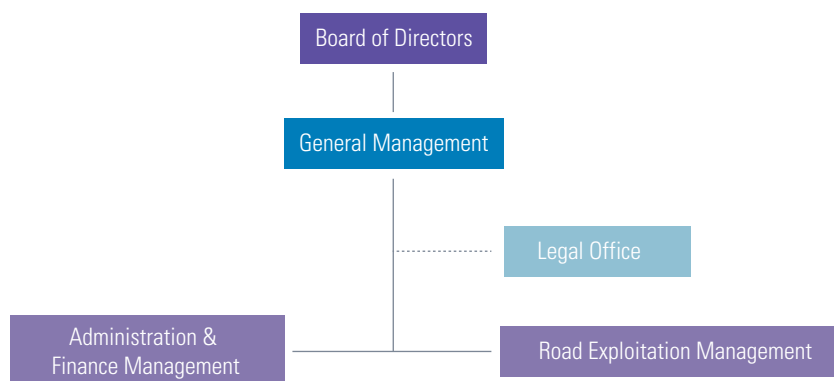


# Management & Human Resources

4



## ORGANIZATIONAL CHART



The Concession Company's Board of Directors consists of five leading members and three substitutes, with a duration in office of three years. Mr. Roberto Mengucci was appointed as chairman in a meeting dated August 2nd, 2012. The Board of Directors of the Concession Company is composed of the following members:

Name	Status
Roberto Mengucci	Regular
Bruce Hogg	Regular
Michele Lombardi	Regular
Massimo Sonogo	Regular
Dan Fetter	Regular
Carlos Barrientos Victoriano	Alternate
Michelangelo Damasco	Alternate
Giuseppe Natali	Alternate
Andrew Alley	Alternate
Etienne Middleton	Alternate

The Corporation is managed, as of December 31st, 2012, by the team of executives shown below:

Name	Character	Profession
Carlos Kattán Said	CEO	Commercial Engineer
María Carolina Escobar Gálvez	Finance and Administration Manager	Commercial Engineer
Francisco Silva Hernández	Road Exploitation Manager	Civil Engineer

## STAFF

As of December 31st, 2012, the Company has a staff of 114 employees, distributed in 3 managers and executives, 34 professionals and technicians and 79 administrative employees and others.

## REMUNERATION RECEIVED BY EACH DIRECTOR

Directors of the Concession Company did not receive income in the form of compensation or other earnings during the year 2012.

## COMPENSATION PAYMENTS PER YEARS OF SERVICE FOR MANAGERS AND EXECUTIVES

During year 2012, the Concession Company paid no sums under the concept of compensation per years of service to executives of the Corporation.

## INCENTIVE PLANS

As of year 2012, the Company has not defined, for its directors, managers and/or executives, any incentives plan, such as bonuses, stock compensations, stock options or other.

## DIVIDENDS POLICY AND DISTRIBUTABLE PROFITS

As of December 31st, 2012, the Concession Company has not agreed to distribute dividends and a profits distribution policy has not been defined.

## MANAGERS AND EXECUTIVES' COMPENSATION

Total Compensation	2011	2012
Cost (ThCLP\$)	644,110	256,117



# Description (5.) of the Sector



## DESCRIPTION OF THE CONCESSIONS SYSTEM

Sociedad Concesionaria Autopista Vespucio Sur operates in the Concessions System of the Chilean Government under the supervision of Ministerio de Obras Públicas. The Concessions Law, passed in 1996, enables the participation of private capitals in the development of large public infrastructure Works and allows the State to transfer such works under concession. This is how the Road Concessions Program that allowed to overcome the large road infrastructure deficit in the country until the 90s decade was started. Currently, it is projected to other areas such as jails, ports, airports, hospitals, among others.

### Urban Highways

Among the flagship road projects of the Concessions System, there is the First Urban Highways Concession Program, a highway network projected for Santiago, characterized by the state-of-the-art Free Flow technology. This interoperable system allows vehicles to transit through the entire network without a TAG and pay their toll at a later time, without forcing the users to stop their car in the entire layout.

The fourth urban highway being commissioned, of the five currently operating in the capital, was the "Sistema Américo Vespucio Sur Ruta 78 / Avenida Grecia". This concession agreement is part of a master plan that aims to transform the entire Américo Vespucio ring in modern constant-speed roads, through the Concessions System. A large part of said plan has been built, but the segment corresponding to East Américo Vespucio ring is still yet to be tendered.

Particularly, Autopista Vespucio Sur is, today, an important road axis going through the hearts of nine districts in the south-west area of the Santiago province, some of them with high population density. Today, it connects the Peñalolén,

Macul, La Florida, La Granja, San Ramón, La Cisterna, Lo Espejo, Cerrillos and Maipú districts in just a few minutes, something unforeseen a couple of years ago.

### HISTORICAL REVIEW

The effective startup of this great road work, which renewed the segment of Américo Vespucio between Avenida Grecia and Ruta 78 took place in August 2003, and involved an investment of US\$ 280 million.

Simultaneously, part of the road median of the highway was used for the construction of Lines 4 and 4A of Metro de Santiago—initially projected as Transantiago corridor—from Grecia round about to La Cisterna station, in the intersection with Gran Avenida José Miguel Carrera.

Finally, the highway was inaugurated in November 29th, 2005 to officially begin operations in December 1st that year, becoming the third highway under concession in Santiago beginning its exploitation stage.

For the purposes of the construction process, works were split into five segments:

— Segment 1, Ruta 78 / Av. General Velásquez: 5.3 km. in length. Goes through the districts of Maipú and Cerrillos. At its beginning, it is connected to Autopista Vespucio Norte, leading to the east area of the city, and Autopista del Sol, Ruta 78, connecting with the towns in the Melipilla province and the city of San Antonio in the Fifth Region.

— Segment 2, Av. General Velásquez / Ruta 5: 2.5 km. in length. Goes through the districts of Cerrillos and Lo Espejo. The segment ends in the junction with Autopista Central.

— Segment 3, Ruta 5 / Av. La Serena(\*): 5.9 km. in length. This is the segment going through most districts: Lo Espejo, La Cisterna, San Ramón and La Granja.

— Segment 4, Av. La Serena / Av. Vicuña Mackenna(\*\*): 3.1 km. in length. Goes through the districts of La Granja and La Florida. The segment ends in the junction with av. Vicuña Mackenna Oriente.

— Segment 5: Av. Vicuña Mackenna / Av. Grecia: 6.7 km. in length. This is the longest segment of the highway, and it goes through the districts of La Florida, Macul and Peñalolén. It ends its layout in the viaduct of Av. Grecia and, in the future, will connect with the beginning of the underground highway Vespucio Oriente.

(\*) As of year 2010, segment 3 is Autopista Central / Acceso Sur a Santiago (South Access to Santiago), inaugurated in that same year.

(\*\*) As of year 2010, segment 4 is Acceso Sur a Santiago / Av. Vicuña Mackenna, inaugurated in 2010.





### TECHNICAL CHARACTERISTICS OF THE PROJECT

■ 23.5 kms. in length, going through the districts of Maipú, Cerrillos, Lo Espejo, La Cisterna, San Ramón, La Granja, La Florida, Macul and Peñalolén.

■ Two carriageways of three lanes per direction for a non-stop circulation at 100 km/h. Continuous service roads of at least two lanes to each side of the highway, in its entire length, free circulation.

■ 2 viaducts, 39 shoulder intersections, 31 pedestrian crossings and 25 road junctions.

■ State-of-the-art variable information transit signs for motorists, with the status of the road in real time. Also, 61 S.O.S. emergency telephones, ambulance and crane.

■ Rainwater collectors which solve the flooding problems of the southern area of Santiago.

■ 27 has. of new green areas that will include lighting, watering, 1,074 trees, 15,800 bushes, playgrounds and sports equipment.

### COMMISSIONING OF THE WORKS

The Temporary Commissioning was authorized by MOP in November 2005, in all its segments, after 23 months of construction.

■ Segment 4 and Segment 5 from 00.00 hours of November 13th, 2005, through Ordinary Office DGOP No. 3,417 dated November 11th, 2005.

■ Segment 1, Segment 2 and Segment 3 from 00.00 hours of November 29th, 2005, through Ordinary Office DGOP No. 3,417.

Toll collections were authorized for the Concession Company through Ordinary Office DGOP No. 3,713; as of 00.00 hours on December 1st, 2005.

The Definitive Commissioning of all works was authorized as of 00.00 hrs. of August 31st, 2006,

through DGP Exempt Resolution No. 2923 of MOP, dated August 30th, 2006.

### FINANCING

Funding for the construction of fiscal public work called "Sistema Américo Vespucio Sur Ruta 78/Avenida Grecia" was structured based on a combination of investment sources which included the capital contributed by partners Acciona and Sacyr for a total of CLP\$ 41,000,000,000, a local bond issuance for UF 5,000,500 at a term of 24 years and a loan from Instituto de Crédito Oficial de España for UF 3,738,189 in term and effective rate conditions similar to those of the bond.

The bond issuance, in November 2004, was structured with the endorsement of XLCA Assurance insurance company (today, Syncora Guarantee Inc.), which derived into a set of agreements ruling the policies in which the financial management of the project must be framed, during the construction and exploitation stages. In this financing, Banco Santander de Chile participated as Agent Bank and Banco de Chile participated as Representative for the Bond Holders and paying bank.

Due to this financing, Sociedad Concesionaria Autopista Vespucio Sur S.A. signed the following agreements with the bond insurer, XLCA Assurance Inc.

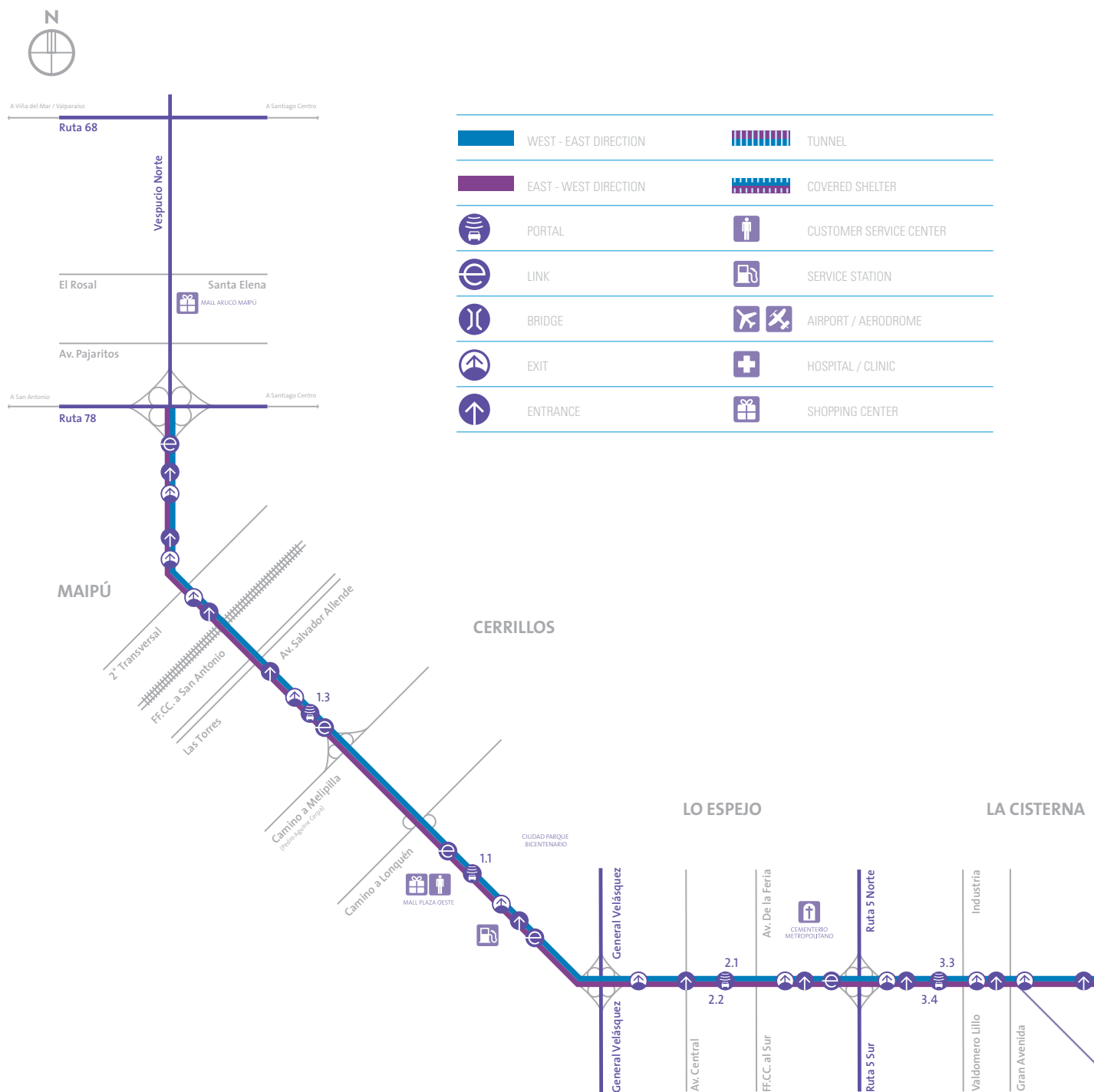
- Construction Guaranty Agreement
- Insurance and Reimbursement Agreement
- Sponsor Support and Guaranty Agreement
- ICO Direct Senior Loan Agreement
- Common Terms Agreement

Regarding investments of cash surpluses of the project, these have a special chapter in the Common Terms Agreement, known as Permitted Investments. Its goal is to ensure a conservative criteria in the administration of cash balances, including and allowing only investments in financial instruments with an AA+ or higher rating, and the same restriction is applicable to issuing bank institutions.





## HIGHWAY MAP







Another of the requirements that Vespucio Sur had to meet, as part of the ensuring policies of its capacity to meet financial obligations, was the creation of Reserve Funds. Constituted as of year 2004, reserve funds are:

- Reserve Fund for the payment of Debt Service. Its balance corresponds to the payment of the next two semiannual coupons of the bond and the next two semiannual installments of the ICO loan. The balance as of December 31st, 2012 totals UF 724,395.
- Reserve Fund for Major Maintenance. This fund was created as a cash reserve, necessary to perform payments generated by the expenses of major maintenance of the Highway. Includes re-surfacing of the route and renewal of electronic elements in the portals. The balance as of December 31st, 2012 totals UF 121,054.

At 2012 year-end the balances of the funding debts of Autopista Vespucio Sur are:

Founding source	UF equivalent amount (2012)
A1 and A2 series bonds	4,897,919
Instituto de Crédito Oficial de España	3,506,262

Project Completion

On April 30, 2009, once completed a demanding process of financial and legal due diligence, the senior creditors Syncora Guarantee Inc. and the Instituto de Crédito Oficial de España determined that Vespucio Sur had proved to have completely finished the work concession and that the balances required in the reserve accounts of the project and all obligations of contributions and payments corresponding to shareholders had been met, which with the Project Completion was reached.

The project proved to have the strengths required by the financiers to continue on its own, since the risks of the construction stage were deemed as overcome. This allowed the subscription of the Amendment, Consent and Waiver Agreement ruling the contractual obligations between the Concession Company and the Lenders in this new stage. Also, it was authorized to lift guaranties of the contingent capital, since the financial coverage performance required for the first years of the exploitation stage was reached.

In light of the Project Completion, the first distribution of dividends to shareholders was autho-



rized, observing the cascade of priorities in the use of company's resources.

This scheme establishes, as a priority, the payment of senior debt of bond coupons and debt service with Instituto de Crédito Oficial de España.

#### **AUTOPISTA VESPUCIO SUR ECONOMIC ACTIVITY**

The economic activity of this concession Company is the maintenance and exploitation of the public fiscal work, executing the toll billing for transactions through Televia or Tag to vehicles circulating through its expressways, and later sending of an invoice to the address or email of the users.

#### **Growth of the number of vehicles and vehicle sales**

In recent years Chile has had an explosive growth in the sales of cars. These sales exceeded all projections influenced by the good performance of the domestic economy.

In accordance with the Chilean National Institute of Statistics (INE), the local number of vehicles

increased almost 60% between 2000 and 2010. Only in the Metropolitan Region, the growth was 51% in the same period. The growth is permanent and the rate of motorization at 2012 is one per every five inhabitants approximately.

In regard to the growth tendency, this sector shows an income of 300,000 units approximately a year. For example, in 2012 the sales of new cars at year-end were 338,836 motor vehicles, 1.4% more than in 2011, in accordance with figures of the National Automotive Association of Chile (ANAC).

Currently, in accordance with the latest report issued by INE in 2011, the number of cars in Chile is 3,654,727 vehicles on the roads. The capital of Chile, where the urban highways under concession are located, accounts for 41.1% of the total. This means that there are more than 1,500,000 vehicles on the roads.

#### **RISKS OF THE BUSINESS**

The main revenue source of the Concession Company is toll collections. Hence, the risk of the business is mainly associated to the evolution of the traffic flow in the concession agree-

ment and to the general economical situation of the country.

#### **Traffic risk**

The traffic intensity of the Concession Company is subject to its capacity to capture vehicular flow. The demand risk can be considered small, since the evolution of traffic, even though has been less than anticipated in the financial model originally forecasted, has grown about 10% in the last two years.

#### **Rate risk**

Since this is a concession of a public fiscal work, the Corporation is subject to special regulations and, specifically, to what has been established in its Concession agreement, which establishes coverage mechanism for this risk, through rate and toll updating with yearly IPC plus 3.5% adjustment. The values, applied in a yearly basis, are reviewed and approved by Ministerio de Obras Públicas.

#### **Other risks**

The company has insurance policies covering aspects associated with risks for civil damage, loss of income and natural catastrophes.



## INSURANCE

For the purposes of complying to the Tender Bases and take the precautions to preserve the Concession Corporation from any possible economic consequence derived from possible losses, an insurance program with vast coverage has been hired, according to the following table:

Policy No.	Insurance Company	Coverage	Expiration date	Currency	Coverage
04060983	RSA Seguros Chile S.A.	Catastrophe insurance (includes terrorism)	06-30-2013	UF	6,701,973
04061067	RSA Seguros Chile S.A.	Income loss	06-30-2013	UF	8,401,973
0020063102	Chartis	Civil liability	06-30-2013	UF	25,000
0020058702	Chartis	Civil liability	06-30-2013	UF	400,000

## RATES

Rates for the transit with a TAG during the period from January 1st to December 31st, 2012 were the following:

West – East direction			Toll categories								
			Mcs., cars & pickup trucks			Buses & trucks			Trailer trucks		
			Category 1			Category 2			Category 3		
Portal	Segment	Length (km)	TBFP	TBP	TS	TBFP	TBP	TS	TBFP	TBP	TS
1.3	Segunda Transversal / Camino a Melipilla	5.30	234.27	468.54	702.82	468.54	937.08	1,405.63	702.81	1,405.62	2,108.45
2.2	General Velásquez / Ruta 5	2.50	110.51	221.01		221.01	442.02		331.52	663.03	
3.4	Ruta 5 / Gran Avenida	1.20	53.04	106.08	159.13	106.08	212.17	318.26	159.13	318.25	477.39
3.2	Gran Avenida / Santa Rosa	4.70	207.75	415.50	623.25	415.50	831.00	1,246.51	623.25	1,246.50	1,896.76
4.3	Coronel / Santa Julia	0.45	19.89	39.78	59.67	39.78	79.56	119.35	59.67	119.35	179.02
4.2	Gerónimo de Alderete / Vicuña Mackenna	2.65	117.14	234.27	351.41	234.27	468.54	702.82	351.41	702.81	1,054.23
5.4	Las Torres / Quilín	3.81	168.41	336.82	505.23	336.82	673.64	1,010.47	505.23	1,010.46	1,515.70
5.2	Quilín / Grecia	2.89	127.74	255.49	383.23	255.49	510.98	766.47	383.23	766.46	1,149.70

East – West direction			Toll categories								
			Mcs., cars & pickup trucks			Buses & trucks			Trailer trucks		
			Category 1			Category 2			Category 3		
Portal	Segment	Length (km)	TBFP	TBP	TS	TBFP	TBP	TS	TBFP	TBP	TS
5.1	Grecia / Quilín	1.21	53.48	106.97	160.45	106.97	213.94	320.91	160.45	320.91	481.36
5.3	Quilín / Las Torres	5.49	242.67	485.34	728.01	485.34	970.68	1,456.02	728.52	1,456.01	2,184.04
4.1	Gerónimo de Alderete / Santa Julia	3.10	137.03	274.05		274.05	548.10		411.08	822.16	
3.1	Santa Rosa / Gran Avenida	3.31	146.31	292.62	438.93	292.62	585.23	877.86	438.93	877.85	1,316.79
3.3	Gran Avenida / Ruta 5	2.59	114.48	228.97	343.45	228.97	457.93	686.90	343.45	686.90	1,030.36
2.1	Ruta 5 / General Velásquez	2.50	110.51	221.01	331.52	221.01	442.02	663.04	331.52	663.03	994.55
1.1	General Velásquez / Ruta 78	5.30	234.27	468.54		468.54	937.08		702.81	1,405.62	

West – East direction			Rate application times			
			TS – working day	TBP – working day	TBP – Saturdays	TBP – Sundays or holidays
Portal	Street reference	km				
1.3	Segunda Transversal / Camino a Melipilla	5.30	7:30 to 8:30	8:30 to 9:30		18:00 to 21:00 19:00 to 22:00
2.2	General Velásquez / Ruta 5	2.50				18:00 to 21:00 19:00 to 22:00
3.4	Ruta 5 / Gran Avenida	1.20		18:30 to 19:30	18:00 to 18:30 19:30 to 20:00 13:00 to 15:00	18:00 to 21:00 19:00 to 22:00
3.2	Gran Avenida / Santa Rosa	4.70		18:30 to 19:30	18:00 to 18:30 19:30 to 20:00 13:00 to 15:00	18:00 to 21:00 19:00 to 22:00
4.3	Coronel / Santa Julia	0.45	7:30 to 8:30	18:30 to 19:30 8:30 to 9:30	18:00 to 18:30 19:30 to 20:00	18:00 to 21:00 19:00 to 22:00
4.2	Gerónimo de Alderete / Vicuña Mackenna	2.65	7:30 to 8:30	18:30 to 19:30 8:30 to 9:30	18:00 to 18:30 19:30 to 20:00	18:00 to 21:00 19:00 to 22:00
5.4	Las Torres / Quilín	3.81	7:30 to 8:30	8:30 to 9:30		
5.2	Quilín / Grecia	2.89	7:30 to 8:30	8:30 to 9:30		





East–West direction			Rate application times			
			TS–working day	TBP–working day	TBP–Saturday	TBP–Sundays or holidays
Pórtico	Street reference	km				
5.1	Grecia / Quilín	1.21	19:00 to 20:00		20:00 to 22:00	13:00 to 15:00 20:00 to 22:00
5.3	Quilín / Las Torres	5.49	19:00 to 20:00		20:00 to 22:00	13:00 to 15:00 20:00 to 22:00
4.1	Gerónimo de Alderete / Santa Julia	3.10				13:00 to 15:00 20:00 to 22:00 21:00 to 23:00
3.1	Santa Rosa / Gran Avenida	3.31	7:30 to 8:30	8:30 to 9:30		13:00 to 15:00 20:00 to 22:00 21:00 to 23:00
3.3	Gran Avenida / Ruta 5	2.59	7:30 to 8:30	8:30 to 9:30		13:00 to 15:00 20:00 to 22:00 21:00 to 23:00
2.1	Ruta 5 / General Velásquez	2.50	7:30 to 8:30	8:30 to 9:30		
1.1	General Velásquez / Ruta 78	5.30			11:00 to 14:00 19:00 a 22:00	

Occasional users are applied a supplementary collection system operable between urban highways called Single Interoperable Daily Pass (SIDP). At December 31, 2012 the rates for the public were CLP\$ 4,800 for Category 1 and CLP\$ 9,600 for Categories 2 and 3 in the Prepayment method.

The current base rates for 2011 and 2012 are shown in the following table: *(above right)*.

Type of rate (category 1 vehicles) based on time kilometer	2011 rate in Chilean pesos	2012 rate in Chilean pesos
Base rate not in peak time	41.09	44.20
Peak rate	82.19	88.40
Saturation rate	123.28	132.61

## SUPPLIERS

Main suppliers of Autopista Vespucio Sur are: *(right)*.

## BRANDS AND PATENTS

The Concession Company owns the following brands registered in the Industrial Property Department of Ministerio de Economía: *(right)*.

Also, the Concession Company owns the following website domains, registered in NIC Chile: *(right)*.

Suppliers	Amount in UF
Gesvial S.A.	UF 118,375
KapschProcom S.A.	UF 32,481
Cia Seguros RSA y Chartis	UF 22,854
Raytheon S.A.	UF 15,580

Vespucio Sur	Word Mark. Class 35.
Américo Vespucio Sur	Word Mark. Class 35.
Autopista Vespucio Sur	Mixed. Class 16, 35, 37 and 39.
Vespucio Sur, te regalamos una sonrisa	Phrase. Class 35.

[www.vespuciosur.cl](http://www.vespuciosur.cl)  
[www.americovespucio.cl](http://www.americovespucio.cl)  
[www.autopistavespucio.cl](http://www.autopistavespucio.cl)  
[www.autopistavespuciosur.cl](http://www.autopistavespuciosur.cl)

# Operation & Conservation

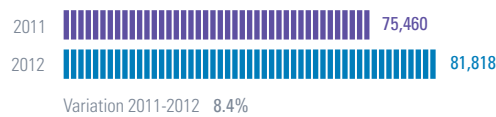
6



### ANNUAL TRAFFIC

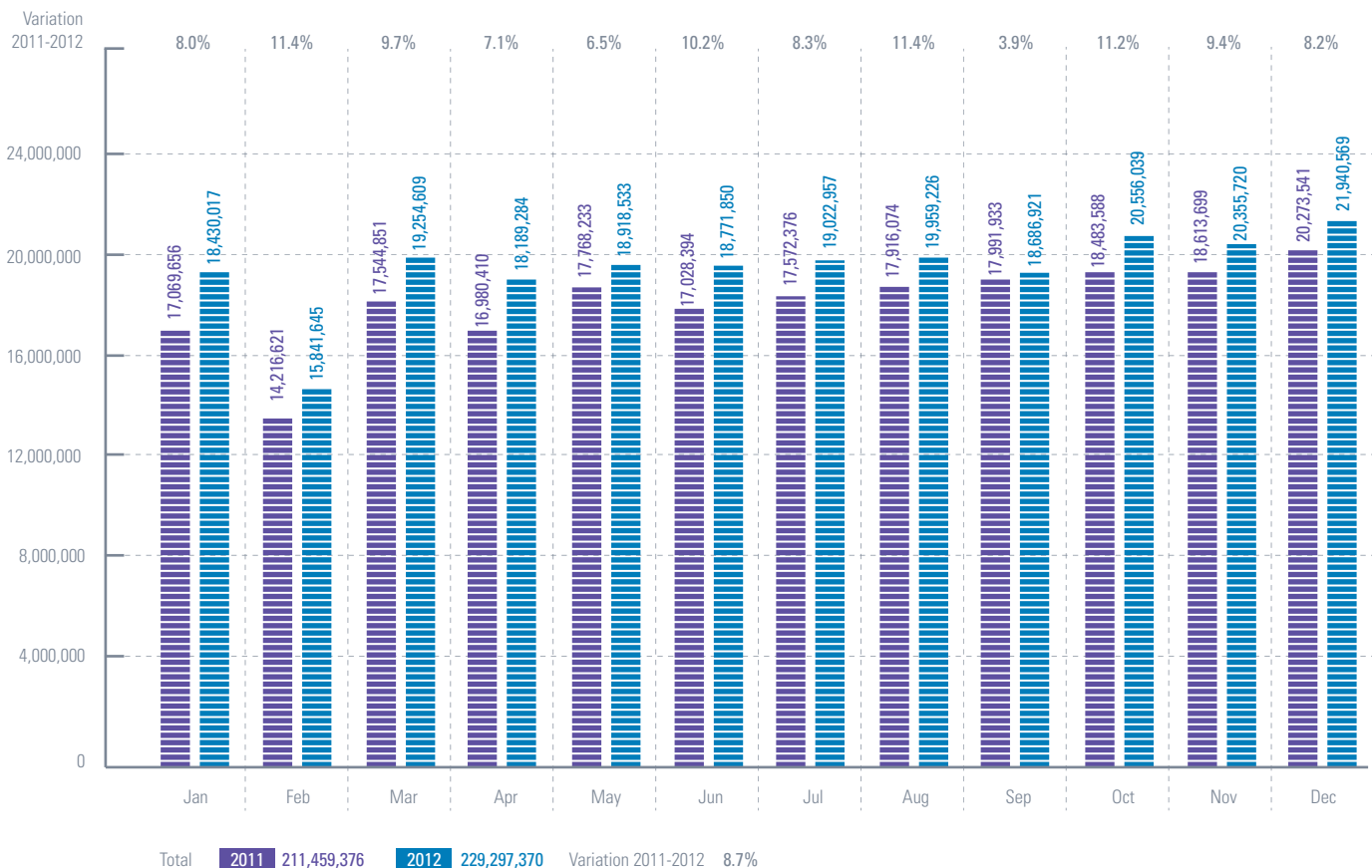
The total traffic flow in Vespucio Sur is measured in terms of Daily Medium Intensity, DMI, index which registered a growth of 8.4% compared to 2011.

### ANNUAL DMI TABLE



### TRANSACTIONS (2012 VS 2011)

During 2012, transactions of the Concession Company shows an increase of 8.7% over the previous year.

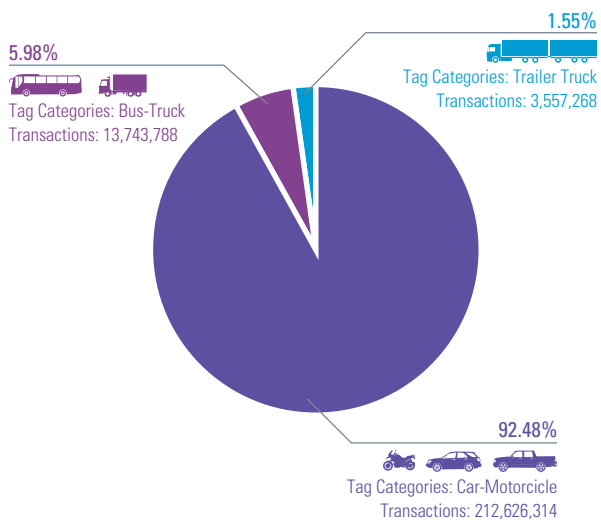






Transactions are distributed among the different categories in the following fashion:

#### TRANSACTIONS UNDER TAG CATEGORIES



Total Transactions 2012: 229,927,370

From total transactions, the distribution per segments is the following:

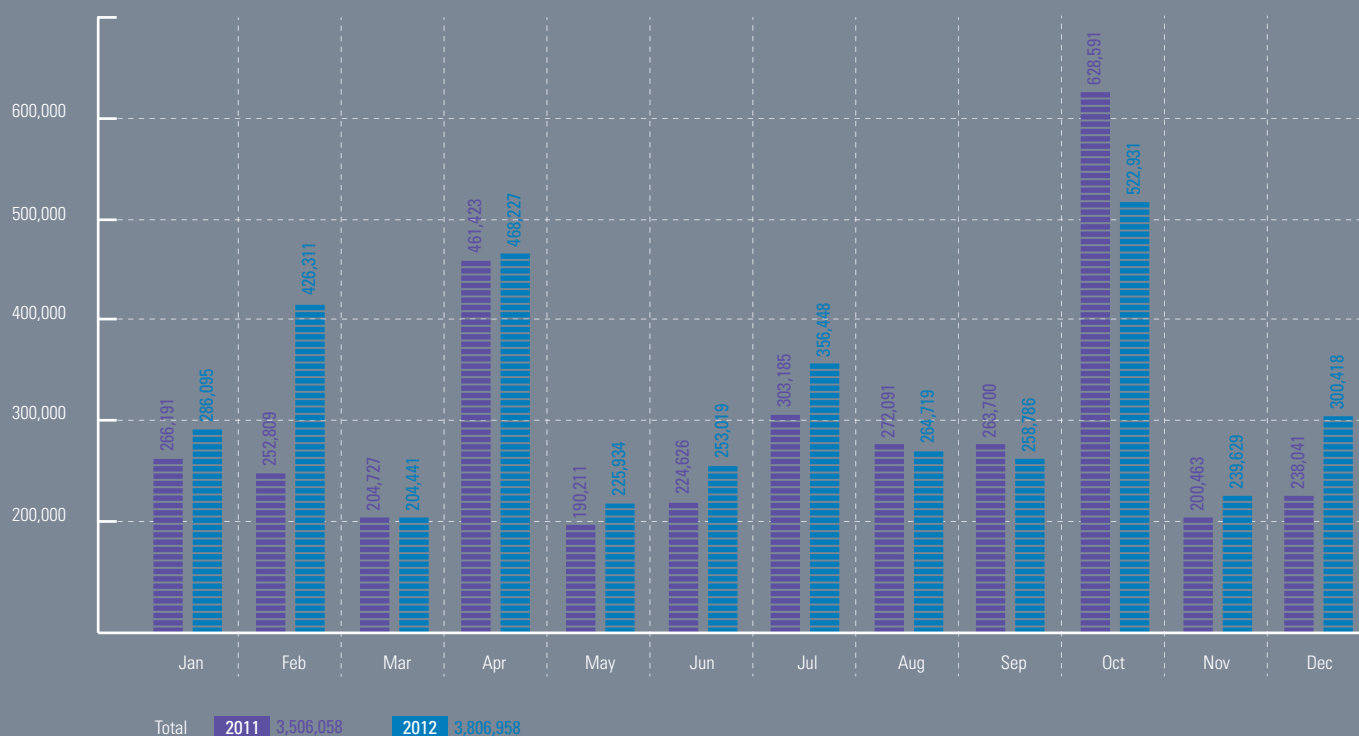
2012	Tag categories	Segment 1	Segment 2	Segment 3	Segment 4	Segment 5	Total
	Car - Motorcycle	23,086,492	27,080,959	64,992,646	44,221,781	53,244,436	212,626,314
	Bus - Truck	2,513,554	2,396,388	4,513,581	2,372,768	1,947,497	13,743,788
	Trailer truck	1,141,238	596,168	846,756	543,878	429,228	3,557,268
	Total transactions	26,741,284	30,073,515	70,352,983	47,138,427	55,621,161	229,927,370

Category 1: motorcycles, cars and pickup trucks

Category 2: buses and trucks

Category 3: trailer trucks

## NUMBER OF ISSUED DOCUMENTS (2012 VS 2011)



## BILLING AND COLLECTIONS

## Billing

During the current year, the Concession Company issued, to its users, a total of 3,806,958 collection bills, 15.2% more than the previous year: (above).

The proportion of physical and electronic documents is 60/40.

## Collections

Currently, Vespucio Sur operates through 4 collection channels:

- Commercial Office (corporate building).
- External Cashiers: Sencillito, Lider, Servipag, Servipag Express and Unired/Unimarc added in 2011.
- Online collection: Banco Santander, Mis Cuentas and Servipag internet sites.
- Automatic Payments: PAT and PAC.

Amounts collected, per channel, are the following: (right).

## COLLECTION CHANNELS



## CUSTOMER SERVICE

### Contacts with users

In 2012 the Concession Company had a 17% decrease in the contacts received. There were 1,168,343 contacts through different channels of customer service that are distributed as follows:

Annual variation 2012 / 2011			
Communication channel	2011	2012	Var. (2011/2012)
Call center	547,343	522,244	-5%
Self-service	248,395	258,920	
Service	298,948	263,324	
Commercial office	143,204	119,017	-17%
Self-service	37,403	25,497	
Service	105,801	93,520	
Sitio web	723,494	527,082	-27%
E-mail	9,533	1,432	
Virtual office	713,961	525,650	
Total	1,414,041	1,168,343	-17%

The correlation between contacts of users and claims represents a rate of 0.25% regarding the total collection documents issued by this Corporation. The following table shows the number of

monthly issued documents and the number of claims received by this Corporation in the same period.

2012	Collection documents	Contacts	Claims book	Customer service channel	Web	Others
January	286,095	925	20	720	90	95
February	426,311	732	17	548	48	119
March	204,441	1024	17	800	84	123
April	468,227	695	13	494	49	139
May	225,934	815	15	571	85	144
June	253,019	747	14	612	52	69
July	356,448	899	19	726	50	104
August	264,719	900	13	699	47	141
September	258,786	663	9	535	34	85
October	522,931	740	6	578	56	100
November	239,629	864	13	693	42	116
December	300,418	601	14	461	52	74
Total	3,806,958	9,605	170	7,437	689	1,309

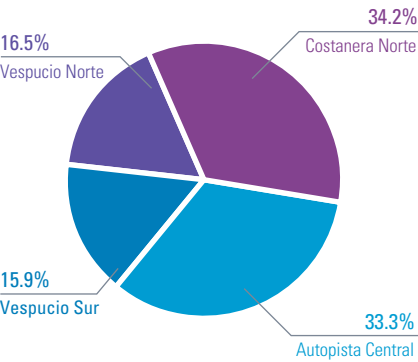


**TAG DISTRIBUTION**

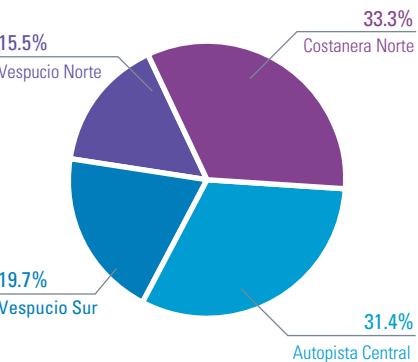
The Concession Company, as of December 31st, has distributed 400,000 active TAGs, which represent 19.7% share in the Urban Highways System of Santiago.

**TAG DISTRIBUTION**

2011



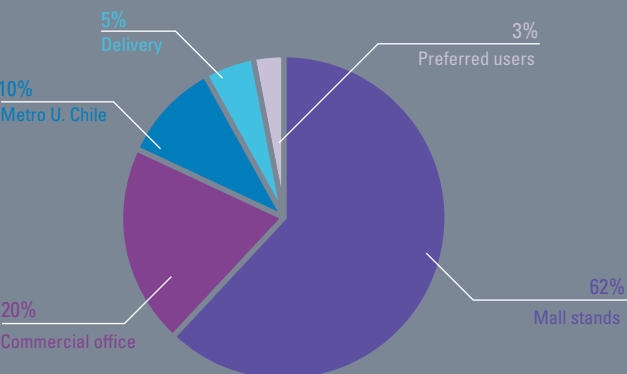
2012



Monthly distribution is concentrated in a 72% in external distribution channels located in Mall Plaza shopping malls and Office the Metro Universidad de Chile.

Share per distribution channel according to the options Vespuccio Sur has for its users is the following, as an average for 2012:

**SHARE PER DISTRIBUTION CHANNEL**



### INFRASTRUCTURE MAINTENANCE

The Concession Company is responsible for the maintenance of the work, which means maintaining the infrastructure and equipment in excellent condition for the transit of users. Planning of the operation and ongoing commitment of the work teams, who strive every day, 24 hours a day, have allowed to Autopista Vespucio Sur to guarantee 23.5 km of clean, safe, with permanent information expressways and monitored at all times, through the Traffic Operations Center.

For the fulfillment of these tasks, the Concession Company has the following programs and plans, which were executed in accordance to the requirements established in the Conservation Plan 2011, contractual document with MOP.

#### Road maintenance area

- Follow-up of the Status of Structures and Crossings.
- Pavements.
- Control and safety elements.
- Road safety.
- Drainage and cleaning elements.
- Green areas and landscaping.
- Cleanliness of the area under concession.
- Lighting in expressways and poli-ducts.

#### Electromechanical maintenance area

- Maintenance of elevation plants booths and collection points.
- Maintenance of the operations center.
- Maintenance of the traffic management system.

- Maintenance of the electronic collection system.
- Maintenance of the power feeding and distribution system.
- Maintenance of acoustic screens.

#### Road safety area

- Management and road safety plan.
- Contingency measures plan.

#### Prevention and environment area

- Risks prevention plan.
- Environmental management plan.









## ROAD SAFETY AND TRAFFIC MANAGEMENT

The high safety standards have been the distinctive seal of the Concession Company since it began operations. Traffic management is conducted through the Traffic Operation Center, location that has an advanced monitoring and surveillance system of the route 24 hours a day, through operator controlled cameras.

### Traffic Operation Center (TOC)

Operators in this state-of-the-art center identify incidents that could alter the normal circulation flow and set the corresponding procedures in motion. In order to execute them, the Concession Company has equipment of six route service vehicles –three User Assistance mobile units and three Special Assistance mobile units (crane, ambulance and rescue truck)–, managed from the TOC.

This place also has the presence of a shift-based policeman, who, in case of an emergency, provides support in coordination with Carabineros (the Chilean Police Department), SAMU (Ambulances) and the Fire Department, institutions

that participate in emergencies and with which there are agreements and protocols to achieve efficient and timely actions before the different events and urgencies occurring in the route.

### User Assists

During year 2012, 4,439 in route assists were performed, which were distributed in the following fashion: *(below)*.

Of the total assists, 41% was related to mechanical failure, 15% to tire failure and 12% to a lack of fuel. The average arrival time to an assist was 7 minutes, lower than the 12 minutes required in the Tender Bases.

### Accidents in the route

During year 2012, 449 accidents were registered, of which 93.8% were caused by human related factors. Regarding the type of accidents, the most common was distance collision between vehicles, with a 52% of the total, followed by head-on crash with the road structure, with 28%. The month with the highest number of accidents was December with 52 accidents.

### Accidents per segment

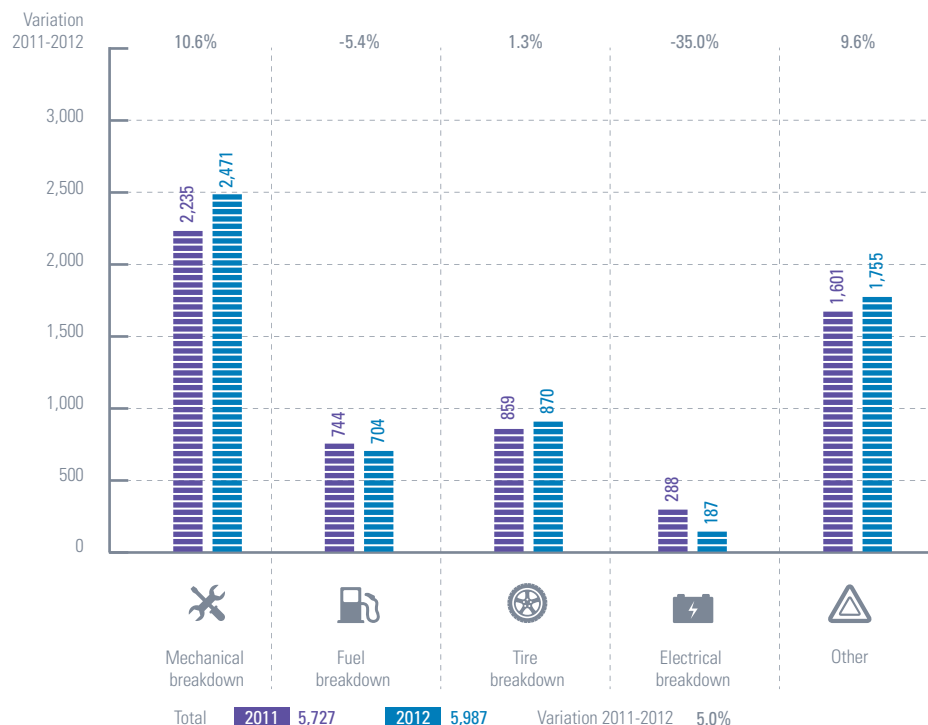
The accidents are distributed in the route with some differences related to the traffic levels noted in the five segments. For example, Segment 3 between Autopista Central and La Serena Avenue has a greater flow and a higher number of accidents, accounting for 30% of the total, in the same way as Segment 1 and Segment 5 with 22% and 21%, respectively.

### ROAD SAFETY CAMPAIGN

In September 2012 Vespucio Sur, Costanera Norte, the Chilean Ministry of Public Works, CONASET (the Chilean National Traffic Safety Commission) and the Chilean Police Department implemented the road safety campaign "Don't Lose Your Life for a Cut Kite", focused on preventing children and teenagers from walking on high speed highways after their kites.

The activity was carried out in Renca Park in Renca District, where a lot of families meet to celebrate Independence Day and fly kites. The purpose of this campaign was showing children and their families the risks to which they are exposed, particularly on Independence Day holidays in Chile.

## REASON FOR THE ROAD ASSISTANCE



# Relevant Events



In 2012 the following special or significant events took place:

On March 8, 2012 the Company informed that the alternate director of Sociedad Concesionaria Autopista Vespucio Sur, Mr. Máximo Lapucci, resigned. This position was vacant until the following ordinary meeting of shareholders.

On March 22, 2012 the Board of Directors of Sociedad Concesionaria Autopista Vespucio Sur S.A. agreed to call on an ordinary meeting of shareholders on Tuesday April 24, 2012 at 10:00 am in the Company's office located at 4665 Américo Vespucio Avenue, Macul.

On April 24, 2012 the ordinary meeting of shareholders was held. The meeting approved the balance sheet, the annual report and the financial statements, appointed the external auditors and written means for the corporate publications. The meeting also agreed to distribute dividends out of the Company's retained earnings.

The meeting elected the Company's Board of Directors, whose members will work for three years. The Board of Directors is as follows:

On June 28 the Company informed that the Company's regular director, Mr. Beniamino Gavio, and his alternate director, Mr. Pietro Bettalia, resigned. These positions were vacant until the following ordinary meeting of shareholders.

On August 2, 2012 an extraordinary meeting of shareholders was held. This meeting agreed to amend the Company's by-laws in regard to the number of both regular and alternate directors from six to five. Also, the meeting revoked the Board of Directors and appointed the following directors as alternate directors:

#### Regular directors

Michele Lombardi  
Roberto Mengucci  
Máximo Sonego  
Bruce Hogg  
Dan Fetter

#### Alternate directors

Carlos Barrientos  
Giuseppe Natali  
Michelangelo Damasco  
Andrew Alley  
Etienne Middleton

From October 9, 2012 Ms. Carolina Escobar Gálvez works as the Company's Administration and Finance Manager.

#### Regular directors

Diego Beltrán Savino  
Carlos Barrientos  
Humberto Vallarino  
Roberto Mengucci  
Beniamino Gavio  
Michele Lombardi

#### Alternate directors

Juan Kuster  
Nicola Bruno  
Giuseppe Natali  
Pietro La Barbera  
Pietro Bettaglio  
Stefano Rossi





[www.vespuciosur.cl](http://www.vespuciosur.cl)