



DRAFT OF SPECIAL POWER-OF-ATTORNEY

In the City (Town) of _____, United States of America, on the ___th of the month of _____ 2005 (two thousand five), before me, _____, Notary Public legally qualified for the County of _____ and certified for the County of _____, appeared (insert the name of the natural or juridical person granting the power-of-attorney and the name of his/her/its legal representative) hereinafter "THE GRANTOR", who hereby grants a SPECIAL POWER-OF-ATTORNEY to Mr. (Messrs.) _____ and/or _____ and/or _____ hereinafter "THE GRANTEE(S)" for its joint or individual exercise pursuant to the following:

CLAUSES

FIRST. - The GRANTOR grants a SPECIAL POWER-OF-ATTORNEY to the GRANTEE in order to have same appear in representation of the GRANTOR to the execution of the LOAN AGREEMENT WITH (state whether FIDUCIARY OR MORTGAGE GUARANTY) up to an amount of USCy \$_____, whereby the GRANTOR will have the capacity of borrower, hereinafter the BORROWER, and which purpose will be the acquisition of the real estate (describe the property which will be acquired) which will be described in the Representations of said Agreement, hereinafter the REAL ESTATE, the legal and financial provisions of which will be explained by the lender, GENERAL HIPOTECARIA, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, SOCIEDAD FINANCIERA DE OBJETO LIMITADO, hereinafter the LENDER, to the BORROWER and to the GRANTOR, who shall fulfill each and every one of them.

SECOND. - The GRANTOR grants a SPECIAL POWER-OF-ATTORNEY to the GRANTEE, so that in the event of the execution of the described LOAN AGREEMENT with a FIDUCIARY GUARANTY, the GRANTEE shall appear on the same date of the granting of the LOAN AGREEMENT WITH FIDUCIARY GUARANTY, to execute an IRREVOCABLE TRUST AGREEMENT COVERING A TRANSFER OF PROPERTY and GUARANTY, hereinafter the GUARANTY TRUST, whereby the GRANTOR will have the capacity of SECOND BENEFICIARY and shall GUARANTY to said GUARANTY TRUST the preferential and timely payment of the loan to be granted by the LENDER, up to an amount of USCy \$_____, who will have the capacity of FIRST BENEFICIARY in the GUARANTY TRUST with respect to the REAL ESTATE, which has the same location, dimensions, boundary lines and area as will be indicated in the Representation of the same Agreement, and whereby GE CAPITAL BANK, SOCIEDAD ANONIMA, INSTITUCION DE BANCA MULTIPLE, GE CAPITAL GRUPO FINANCIERO will have the capacity of TRUSTEE.

All the parties involved in the GUARANTY TRUST AGREEMENT will be related on the date of its execution.



THIRD. - The GRANTOR grants a SPECIAL POWER-OF-ATTORNEY to the GRANTEE in order for same to appear in the GRANTOR'S representation to the execution of a TRUST AGREEMENT COVERING A PROPERTY TRANSFER, hereinafter the REAL ESTATE TRUST whereby the GRANTOR will have the capacity of FIRST BENEFICIARY and, on the other hand, (insert name of he natural or juridical person transferring the ownership of the REAL ESTATE) will have the capacity of TRUSTOR, who will transfer in trust the ownership of the REAL ESTATE to GE CAPITAL BANK, SOCIEDAD ANONIMA, INSTITUCION DE BANCA MULTIPLE, GE CAPITAL GRUPO FINANCIERO who will be the TRUSTEE and will be ordered in writing by the GRANTOR or by the GRANTEE to execute a MORTGAGE GUARANTY on the same date of the execution of the LOAN AGREEMENT WITH MORTGAGE GUARANTY, in order to secure the obligations in charge of the GRANTOR and ensuing from the LOAN AGREEMENT WITH MORTGAGE GUARANTY, which will not imply that the TRUSTEE will assume any liability whatsoever with respect to the obligations secured in this way, and the TRUSTEE will not bind itself in any way with its own property and will be answerable only with the trust property, and the TRUSTEE will only appear to execute the mortgage guaranty upon request from the BENEFICIARY and from the GRANTOR.

FOURTH. - The GRANTOR grants a SPECIAL POWER-OF-ATTORNEY to the GRANTEE to have same appoint the following person(s) as SUBSTITUTE BENEFICIARY(IES) with the following percentages, in the event of the GRANTOR'S death, acting in the capacity of BENEFICIARY in any of the trusts entered into under this POWER-OF-ATTORNEY:

NAME	FAMILY RELATIONSHIP	PERCENTAGE (%)
		100%

FIFTH. - The GRANTEE shall be awarded all the special foregoing powers, and shall be authorized by virtue of same to have the following general powers without limitation thereto:

I. POWERS FOR ACTS OF ADMINISTRATION AND OWNERSHIP, pursuant to the third and second paragraphs of Article two thousand five hundred and fifty-four (2554) of the Federal Civil Code.

SIXTH. - These POWERS may be exercised on behalf and in representation of the GRANTOR without any limitation, before: (i) any public registry, any Mexican or foreign natural or juridical person, whether public or private; (ii) any trustee of any public or private trust; and (iii) any Mexican notary public or commercial notary public. Without limitation to the following powers, the GRANTEES will additionally be authorized to, either jointly or individually, grant and sign all kinds of documents, whether public or private, which will



prove necessary or convenient to carry out the purpose of these powers, including their notarization with a Mexican Notary Public.

SEVENTH. - The POWERS herein described shall be terminated when the GRANTEE (S) has (have) completed under said POWERS the actions foreseen in this POWER-OF-ATTORNEY, and the GRANTEE (S) shall have reported and explained said actions to the GRANTOR.

EIGHTH.- The GRANTOR shall abide by, and give his/her/its approval to, all the acts legally performed by his/her/its GRANTEES under this POWER-OF-ATTORNEY.

LEGAL REGIME OF THE POWER-OF-ATTORNEY

ARTICLE 2554 (TWO THOUSAND FIVE HUNDRED AND FIFTY FOUR) OF THE FEDERAL CIVIL CODE ESTABLISHES:

...**ARTICLE 2554.** - In all general powers of attorney for litigation and collections, a recital that they are granted with all general and such special powers which by law require a special clause, shall be sufficient so that the power of attorney shall be understood to have been granted without limitation. - In general powers of attorney for the administration and management of property, a recital that they are conferred for this purpose shall be sufficient to confer upon the attorney-in-fact full powers of administration.- In general powers of attorney for the execution of acts of dominion, a recital that they are granted for this purpose shall be sufficient to confer upon the attorney-in-fact all of the powers of the owner over the property in question, including the power to take all measures necessary for the protection and defense thereof.- When it is desired to limit the powers of the attorney-in-fact in the three above-mentioned instances, such limitations shall be expressly set forth or a special power of attorney shall be granted.- The notaries shall insert this article in the testimonies of the Powers-of-Attorney granted by them.



LEGAL CAPACITY

NOTARIAL WITNESS

--- THE UNDERSIGNED NOTARY PUBLIC HEREBY CERTIFIES AND WITNESSES THAT:

--- a)

--- b)

--- c)

--- d)

--- e) This power-of-attorney has been signed and certified strictly pursuant to the Laws of the State of _____, and that said power-of-attorney must therefore be considered effective and lawful under said laws.

--- f) This power-of-attorney has been granted pursuant to the provisions established by the Washington Protocol (Pact) on the Uniformity of the Legal Regime governing Powers-of-Attorney, with such document being duly approved and signed by the United States of America and by the United Mexican States.

--- g) I read the foregoing to the appearing parties who, further to being warned of the scope and legal effects of this instrument, gave their consent to its contents, approved same, ratified and signed it before me at ____ (*digit*) hours (*written characters*) on the __th day of the month of _____ 2005 (two thousand five).- Signed. _____ (NAME OF NOTARY).- I the Notary Public hereby authorize this instrument in the same legal act which was signed by its appearing parties and by the witnesses signing at the end hereof.- Officially attested by the undersigned.- Signed.- _____ (NAME OF NOTARY).- My seal of authorization.



(GRANTOR)

Witness: _____

Name:

Address:

Witness: _____

Name:

Address:

Declaration sworn before me.

Signed in _____ (NAME OF THE STATE OF THE U.S.A.)

(NAME OF NOTARY)

NOTARY PUBLIC NUMBER _____

(SEAL)

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