

PACIFIC CONTAINER TRANSPORT S. A.

Financial Statements for the
Years ended December 31, 2006 and 2005
And Independent Auditors' Report

Deloitte.

Deloitte & Touche
Av. Amazonas N3517
Telf: (593 2) 225 1319
Quito - Ecuador
Av. Tulcán 803
Telf: (593 4) 245 2770
Guayaquil - Ecuador
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Stockholders' and Directors
of Pacific Container Transport S.A.:

1. We have audited the accompanying balance sheets of Pacific Container Transport S. A. as of December 31, 2006 and 2005 and the related statements of income, changes in stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.
2. We conducted our audits in accordance with generally accepted auditing standards in Ecuador. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.
3. In our opinion, such financial statements present fairly, in all material respects, the financial position of Pacific Container Transport S.A. as of December 31, 2006 and 2005 the results of its operations, and its cash flows for the years then ended in conformity with Ecuadorian accounting standards.
4. The Company prepares its financial statements based on Ecuadorian Accounting Standards, and could differ in certain respects from International Financial Reporting Standards. Therefore, the accompanying financial statements are not intended to present the financial position, results of operations and cash flows of Pacific Container Transport S. A. in accordance with accounting principles and practices generally accepted in countries and jurisdictions outside the Republic of Ecuador.
5. The accompanying financial statements have been translated into English for the convenience of international readers.

Deloitte & Touche.
January 19, 2007



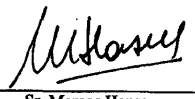
A member firm of
Deloitte Touche Tohmatsu

PACIFIC CONTAINER TRANSPORT S.A.

BALANCES SHEETS AT DECEMBER 31, 2006 AND 2005
(U.S. Dollars)

ASSETS	Notes	2006	2005
Current assets:			
Liquid funds		134,831	52,558
Investments	4, 10		200,000
Accounts Receivable:			
Trade debtors, net	5	262,332	174,087
Loans receivable, local group	5, 10	106,814	79,084
Other receivables		15,085	3,264
Prepayment of expenses		<u>6,490</u>	
Total current assets		<u>525,552</u>	<u>508,993</u>
FIXED ASSETS, NET	6	236,158	184,441
		<hr/>	<hr/>
TOTAL ASSETS		<u>761,710</u>	<u>693,434</u>

See notes to financial statements


Sr. Marcos Hansen
Gerente General


Ing. Erika Ruiz
Contadora General



**LIABILITIES AND
STOCKHOLDERS' EQUITY**

	Notes	2006	2005
CURRENT LIABILITIES:			
Income tax		66,517	36,974
Other liabilities	7	<u>239,822</u>	<u>121,996</u>
Total current liabilities		<u>306,339</u>	<u>158,970</u>
Provision for pension liabilities		<u>5,839</u>	<u>3,657</u>
TOTAL LIABILITIES		<u>312,178</u>	<u>162,627</u>
STOCKHOLDERS' EQUITY:			
Capital	9	800	800
Capital reserve		3,727	3,727
Legal Reserve		400	400
Retained earnings		<u>444,605</u>	<u>525,880</u>
Total		<u>449,532</u>	<u>530,807</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		<u>761,710</u>	<u>693,434</u>



Sr. Marcos Hansen
Gerente General



Ing. Erika Ruiz
Contadora General

-2-



PACIFIC CONTAINER TRANSPORT S.A.

**STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005**
(U.S. Dollars)

	Notes	2006	2005
TURNOVER:	10, 12	<u>4,667,445</u>	<u>3,769,737</u>
EXPENSES:			
Operating		3,642,678	3,014,437
General and Administrative	10	<u>517,281</u>	<u>416,729</u>
Total		<u>4,159,959</u>	<u>3,431,166</u>
INCOME BEFORE EMPLOYEES PROFIT SHARING AND INCOME TAX		<u>507,486</u>	<u>338,571</u>
EMPLOYEES PROFIT SHARING		76,123	50,786
INCOME TAX	8	<u>112,638</u>	<u>73,324</u>
NET INCOME		<u>318,725</u>	<u>214,461</u>

See notes to financial statements



Sr. Marcos Hansen
Gerente General



Ing. Frella Ruiz
Contadora General

-3-

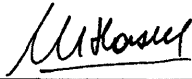


PACIFIC CONTAINER TRANSPORT S.A.

**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005**
(U.S. Dollars)

	<u>Capital</u>	<u>Capital Reserve</u>	<u>Legal Reserve</u>	<u>Retained Earnings</u>	<u>Total</u>
January 1, 2005	800	3,727	400	711,419	716,346
Dividends, note 10				(400,000)	(400,000)
Net income	—	—	—	<u>214,461</u>	<u>214,461</u>
December 31, 2005	800	3,727	400	525,880	530,807
Dividends, note 10				(400,000)	(400,000)
Net income	—	—	—	<u>318,725</u>	<u>318,725</u>
December 31, 2006	<u>800</u>	<u>3,727</u>	<u>400</u>	<u>444,605</u>	<u>449,532</u>

See notes to financial statements



Sr. Marcos Hansen
Gerente General



Ing. Freila Ruiz
Contadora General

-4-

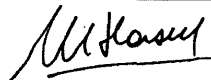


PACIFIC CONTAINER TRANSPORT S. A.

**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005**
(U.S. Dollars)

	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Received from customers and related parties	4,551,470	3,764,349
Paid to suppliers and employees	(3,965,687)	(3,166,507)
Employee profit sharing	(76,123)	(34,445)
Income tax	<u>(83,095)</u>	<u>(75,331)</u>
Net cash from operating activities	<u>426,565</u>	<u>488,066</u>
CASH FLOWS USED IN INVESTING ACTIVITIES		
Acquisition of properties, net of sales	<u>(144,292)</u>	
CASH FLOWS USED IN FINANCING ACTIVITIES:		
Dividends paid to stockholders	<u>(400,000)</u>	<u>(400,000)</u>
CASH AND EQUIVALENTS:		
Net increase (decrease) during the year	(117,727)	88,066
Beginning of the year	<u>252,558</u>	<u>164,492</u>
CASH AT END OF THE YEAR	<u>134,831</u>	<u>252,558</u>

(Continue...)


Sr. Marcos Hansen
Gerente General


Ing. Freila Ruiz
Contadora General

-5-




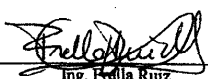
PACIFIC CONTAINER TRANSPORT S. A.

**STATEMENTS OF CASH FLOWS (Continuation...)
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005**
(U.S. Dollars)

	2006	2005
RECONCILIATION OF NET INCOME TO NET CASH FROM OPERATING ACTIVITIES:		
Net income	<u>318,725</u>	<u>214,461</u>
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation	92,576	114,807
Employee pensions, net of payments	2,182	(2,962)
Net change in assets and liabilities:		
Account receivable	(126,463)	147,423
Suppliers and other creditors	84,665	15,490
Profit participation payable	25,337	854
Current income tax payable	<u>29,543</u>	<u>(2,007)</u>
Total adjustments	<u>107,840</u>	<u>273,605</u>
NET CASH FROM OPERATING ACTIVITIES	<u>426,565</u>	<u>488,066</u>

See notes to financial statements


Sr. Marcos Hansen
Gerente General


Ing. Freda Ruiz
Contadora General

-6-



PACIFIC CONTAINER TRANSPORT S. A.

**NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005**

1. OPERATIONS

Pacific Container Transport S. A. operates in Ecuador since January 1999, as a subsidiary of Maersk South America Ltd.. In June 2006, in accordance with local requirements, Maersk South America Ltd transferred one share of the common stock of Pacific Container Transport S.A to Maersk del Ecuador C. A.. The Company is dedicated to trucking activities.

2. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in U.S. dollars. The Company's accounting policies are established by the *Federation of Accountants of Ecuador* and authorized by the *Ecuadorian Superintendency of Companies*. These policies are based on *Ecuadorian Accounting Standards* which require that Management make certain estimates and establish various assumptions inherent to the entity's economic activity with the purpose of determining the valuation and presentation of certain items forming part of the financial statements. In Management's opinion, such estimates and assumptions were based on the best information available at the time, but actual results could differ from those estimates.

A summary of the principal accounting policies used by the Company when preparing financial statements is as follows:

Fixed Assets Valuation. - At cost of acquisition. The cost of fixed assets is depreciated according to straight-line method based on estimated useful years of 5 for vehicles and chassis.

Retirement Plan. - It is recorded in results of the year, according to a mathematical analysis made by an independent professional.

Turnover. - Represent trucking services to Maersk Sealand Line and third parties, which are recorded on a monthly basis.

Employee Profit-Sharing and Income Tax. - In accordance with legal dispositions, employees are entitled to receive a 15% share of company profits, before income tax. Dividends declared in cash or distributed to Ecuadorian or foreign shareholders are not subject to any withholding.

3. CONSUMER PRICE INDEX

The following table presents information regarding percentage of variation in average consumer price indices as computed by a governmental institution.

-7-



Year ended December 31	Percentage Variation
2004	2
2005	3
2006	3

4. INVESTMENTS

At December 31, 2005 represented time deposits with Maersk South America Ltd. with maturity in January 2006, and an interest rate of 1% annual.

5. ACCOUNTS RECEIVABLE

Trade Debtors - Represent amounts receivable from customers by trucking services.

Loans receivable, local group- At December 31, 2006 and 2005 represents balance due from Maersk del Ecuador C. A.

6. FIXED ASSETS, NET

	... December 31 ...	
	2006	2005
	(U.S. dollars)	
Chasis	670,578	557,636
Vehicles	29,009	16,236
Depreciation	(463,429)	(389,431)
Total	<u>236,158</u>	<u>184,441</u>

7. OTHER LIABILITIES

	... December 31 ...	
	2006	2005
	(U.S. dollars)	
Employees profit sharing	76,123	50,786
Third parties	84,372	47,774
Taxes	66,829	16,641
Other	<u>12,498</u>	<u>6,795</u>
Total	<u>239,822</u>	<u>121,996</u>



8. INCOME TAX

According to legal regulation, the provision for income tax is calculated at a 25% rate over profit subject to distribution and 15% over profit subject to capitalization. The dividends declared or distributed to national or international shareholders are not subject to any additional withholding.

At December 31, 2006 and 2005 the income tax payable was determined as follows:

	... December 31 ...	
	<u>2006</u>	<u>2005</u>
	(U.S. dollars)	
Income, net from profit sharing	<u>431,363</u>	287,788
Tax at rate of 25%	107,841	71,947
Tax effects of non-deductible expenses:		
Expenses provision non deductible	5,105	
Allowance for doubtful accounts		292
Other non-deductible expenses	337	2,470
Other	<u>(645)</u>	<u>(1,385)</u>
Income tax of the year	<u>112,638</u>	<u>73,324</u>

The income, withholding and value-added tax returns have not been reviewed since the date of the Company's incorporation and are open to reviewed by tax authorities, those related to the years 2003 to 2006.

9. STOCKHOLDERS' EQUITY

Capital. - At December 31, 2006 and 2005 consist of 20,000 shares of US\$0.04 each one.

Capital Reserve. - Represents the effect from the adjustments to the non-monetary assets and stockholders' equity which were recorded in Revaluation Surplus and Price Level Adjustment accounts and transferred to Capital Reserve at march 31, 2000. The balance of this account can be used to increase the capital and it can not be distributed as dividends in cash.

Legal Reserve. - Company's Law requires the appropriation of 10% of net income for Legal Reserve until its balance reaches 50% of the capital. The balance of this account can be used to increase the capital and it can not be distributed as dividends in cash.

10. RELATED PARTY TRANSACTIONS

At December 31, 2006 and 2005 the principal transactions and balances with related companies included the following:



	<u>2006</u>	<u>2005</u>
	(U.S. dollars)	
<u>Accounts Receivable:</u>		
Maersk del Ecuador C.A.	106,814	79,084
<u>Investments:</u>		
Maersk South America Ltd.		<u>200,000</u>
<u>Turnover:</u>		
A.P.Moller – Maersk A/S	2,700,458	2,503,482
Maersk Logistics S.A.	35,247	
Operadora del Pacífico S.A.	11,551	
Maersk del Ecuador C.A.	<u>1,781</u>	
Total	<u>2,749,037</u>	<u>2,503,482</u>
<u>Expenses:</u>		
IT Cost - A.P.Moller – Maersk A/S	<u>5,030</u>	<u>6,045</u>
<u>Dividends Paid:</u>		
Maersk South America Ltd	<u>400,000</u>	<u>400,000</u>

11. CONTINGENCY

The Company has in process the transfer price study corresponding to the year 2006, as required by legal dispositions, since the period for filing such report with the tax authorities expires in October 2007. This study constitutes a base to determine whether operations with related parties have been performed at reasonable prices approximating to the Arm's Length Principle. At this date, it is not possible to reasonably estimate the effects of this matter on the accompanying financial statements for the year ended December 31, 2006.

12. COMMITMENT

At December 31, 2006 and 2005, the Company has signed a contract for the provision of transport services with A.P.Moller – Maersk A/S whereby the Company commits to provide tractor and chassis equipment to transport all types of containers owned by the shipping line. At December 31, 2006 and 2005, the Company recorded revenues of US\$2.7 million and US\$2.5 million, respectively, from this activity.

13. SUBSEQUENTS EVENTS

Between December 31, 2006 and the date of the independent auditors' report (January 19, 2007) no events occurred that, in the opinion of Company's management, could have an important effect on the financial statements.

