

INDEPENDENT AUDITORS' REPORT

To the Stockholder and Directors
of Maersk Logistics Ecuador S. A.:

We have audited the accompanying balance sheets of Maersk Logistics Ecuador S. A. as of December 31, 2004 and 2003 and the related statements of income, changes in stockholder's 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.

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.

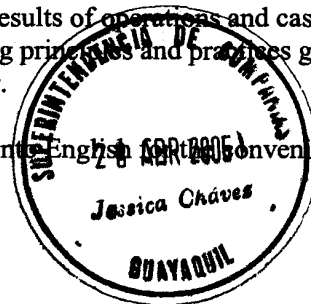
In our opinion, such financial statements present fairly, in all material respects, the financial position of Maersk Logistics Ecuador S. A. as of December 31, 2004 and 2003 the results of its operations and its cash flows for the years then ended in conformity with Ecuadorian accounting standards.

The Company prepares its financial statements based on Ecuadorian Accounting Standards, and could differ in certain respects from International Accounting Standards. Therefore, the accompanying financial statements are not intended to present the financial position, results of operations and cash flows of Maersk Logistics Ecuador S. A. in accordance with accounting principles and practices generally accepted in countries and jurisdictions outside the Republic of Ecuador.

The accompanying financial statements have been translated into English for the convenience of international readers.

Deloitte & Touche

January 21, 2005



MAERSK LOGISTICS ECUADOR S. A.

BALANCE SHEETS AT DECEMBER 31, 2004 AND 2003

(U.S. Dollars)

<u>ASSETS</u>	<u>Notes</u>	<u>2004</u>	<u>2003</u>
Current assets:			
Liquid funds	4	282,767	32,887
Receivables:			
Trade debtors	5, 10	80,458	88,542
Loans receivable, local group	10	4,090	6,372
Other receivables		<u>9,536</u>	<u>11,662</u>
Total current assets		<u>376,851</u>	<u>139,463</u>
 FIXED ASSETS, NET	 6	 7,839	 11,717
TOTAL ASSETS		<u>384,690</u>	<u>151,180</u>

See notes to financial statements

**LIABILITIES AND
STOCKHOLDERS' EQUITY****Notas****2004****2003****CURRENT LIABILITIES:**

Suppliers for goods and services

133,164

Other Maersk Logistics entities

10

8,464

34,678

Other short term creditors

7

67,292

60,064

Income tax

8

30,88511,143

Total current liabilities

239,805105,885

Provision for pension liabilities

5,5065,506**TOTAL LIABILITIES**245,311111,391**STOCKHOLDER'S EQUITY:**

9

Capital

800

800

Capital reserve

112

112

Legal reserve

400

400

Retained earnings

138,06738,477

Total

139,37939,789**TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY**384,690151,180

MAERSK LOGISTICS ECUADOR S. A.

**STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003**

(U.S. Dollars)

	<u>Note</u>	<u>2004</u>	<u>2003</u>
REVENUES		<u>2,236,989</u>	<u>1,510,972</u>
EXPENSES:			
Operating		1,921,563	1,300,054
General and administrative		<u>154,868</u>	<u>155,740</u>
Total		<u>2,076,431</u>	<u>1,455,794</u>
INCOME BEFORE EMPLOYEE PROFIT SHARING AND INCOME TAX		160,558	55,178
EMPLOYEE PROFIT SHARING		24,084	8,277
INCOME TAX	8	<u>36,884</u>	<u>12,630</u>
NET INCOME		<u>99,590</u>	<u>34,271</u>

See notes to financial statements

MAERSK LOGISTICS ECUADOR S. A.

**STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003**

(U.S. Dollars)

	<u>Capital</u>	<u>Capital Reserve</u>	<u>Legal Reserve</u>	<u>Retained Earnings</u>	<u>Total</u>
January 1, 2003	800	112	400	4,206	5,518
Net income	—	—	—	<u>34,271</u>	<u>34,271</u>
December 31, 2003	800	112	400	38,477	39,789
Net income	—	—	—	<u>99,590</u>	<u>99,590</u>
December 31, 2004	<u>800</u>	<u>112</u>	<u>400</u>	<u>138,067</u>	<u>139,379</u>

See notes to financial statements

MAERSK LOGISTICS ECUADOR S.A.**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003**

(U.S. Dollars)

	<u>2004</u>	<u>2003</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Received from customers	2,245,069	1,550,626
Paid to suppliers and employees	(1,978,047)	(1,536,158)
Income tax	<u>(17,142)</u>	<u>(1,487)</u>
Net cash from operating activities	<u>249,880</u>	<u>12,981</u>
CASH AND EQUIVALENTS:		
Net increase during the year	249,880	12,981
Beginning of the year	<u>32,887</u>	<u>19,906</u>
CASH AT END OF YEAR	<u>282,767</u>	<u>32,887</u>
RECONCILIATION OF NET INCOME TO NET CASH FROM OPERATING ACTIVITIES:		
Net income	<u>99,590</u>	<u>34,271</u>
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation	3,878	3,878
Employee pensions, net of payments		3,619
Net change in assets and liabilities:		
Account receivable	11,979	39,653
Suppliers and other creditors	<u>134,433</u>	<u>(68,440)</u>
Total adjustments	<u>150,290</u>	<u>(21,290)</u>
NET CASH FROM OPERATING ACTIVITIES	<u>249,880</u>	<u>12,981</u>

See notes to financial statements

MAERSK LOGISTICS ECUADOR S. A.

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

1. OPERATIONS

Maersk Logistics Ecuador S. A. operates and was established since August 2001 and is dedicated principally to performing logistics and other related services in port operations.

The financial statements have been prepared in U.S. dollars as a result of dollarization process approved by the Ecuadorian Government which established the adoption of the U.S. dollars as local currency.

Although the dollarization process incorporates the U.S. dollar as a stable currency, the variation in the consumer price indices, note 3, in the Republic of Ecuador, affect the comparability of certain amounts included in the accompanying financial statements for the year ended December 31, 2004. Therefore, the comparative analysis of such financial statements should be made considering such circumstances.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Company are established by the National Federation of Accountants in Ecuador and authorized by the Superintendency of Companies of Ecuador. These policies are based in Ecuadorian Accounting Standards.

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

Basis of Presentation - The accompanying financial statements have been prepared in U.S. dollars, applying procedures established in Ecuadorian Accounting Standards.

Revenues - Represent ocean freight and local services.

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

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.

<u>Year ended</u> <u>December 31</u>	<u>Percentage</u> <u>Variation</u>
2002	9
2003	6
2004	2

4. LIQUID FUNDS

At December 31, 2004 and 2003 represent balances in local and foreign banks.

5. TRADE DEBTORS

	<u>... December 31 ...</u>	
	<u>2004</u>	<u>2003</u>
	<u>(U.S. dollars)</u>	
Customers	71,560	87,154
Other Maersk Logistics entities, note 10	10,212	2,702
Provision for doubtful accounts	<u>(1,314)</u>	<u>(1,314)</u>
Total	<u>80,458</u>	<u>88,542</u>

6. FIXED ASSETS, NET

	<u>... December 31 ...</u>	
	<u>2004</u>	<u>2003</u>
	<u>(U.S. dollars)</u>	
Vehicles	19,390	19,390
Depreciation	<u>(11,551)</u>	<u>(7,673)</u>
Total	<u>7,839</u>	<u>11,717</u>

7. OTHER SHORT TERM CREDITORS

	... December 31 ...	
	<u>2004</u>	<u>2003</u>
	(U.S. dollars)	
Suppliers	35,807	43,969
Employees profit sharing	24,084	8,277
Withholding	2,615	2,635
Other	<u>4,786</u>	<u>5,183</u>
Total	<u>67,292</u>	<u>60,064</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, 2004 and 2003 the income tax recorded against results was determined as follows:

	... December 31 ...	
	<u>2004</u>	<u>2003</u>
	(U.S. dollars)	
Income, net from profit sharing	136,474	46,900
Tax at rate of 25%	<u>34,119</u>	<u>11,725</u>
Tax effects of non-deductible expenses:		
Expenses without documentation	2,766	
Allowance for retirement plan	<u> </u>	<u>905</u>
Income tax of the year	<u>36,884</u>	<u>12,630</u>
Effective rate tax	27%	27%

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

9. STOCKHOLDER'S EQUITY

Capital.- At December 31, 2004 and 2003 consist of 20,000 shares of \$0.04 each one.

Legal Reserve.- Company's Law requires the appropriation of 10% of net income for Legal Reserve until its balance reaches 50% of the capital according to legal dispositions. 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, 2004 and 2003 the principal transactions and balances with related companies included the following:

	<u>2004</u> (U.S. dollars)	<u>2003</u>
ACCOUNTS RECEIVABLE:		
Maersk del Ecuador C.A.	4,090	6,372
Other Maersk Logistics Entities	<u>10,212</u>	<u>2,702</u>
Total	<u>14,302</u>	<u>9,074</u>
ACCOUNTS PAYABLE:		
Other Maersk Logistics Entities	<u>8,464</u>	<u>34,678</u>
EXPENSES:		
Management fee - Maersk South America Ltd.		<u>45,000</u>

11. CLASSIFICATIONS

Certain items in the 2003 financial statements have been reclassified to conform to the presentation of similar items in the 2004 financial statements.
