STONEPATH GROUP INC
Form 10-Q/A
March 31, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**
**FORM 10-Q/A**
**Amendment No. 1 to Form 10-Q**

**(Mark One)**

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Quarterly Period Ended September 30, 2005**

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission File Number: 001-16105**
**STONEPATH GROUP, INC.**
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Delaware** | **65-0867684** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**2200 Alaskan Way, Suite 200**
**Seattle, WA 98121**
(Address of principal executive offices) (Zip Code)
Registrant s telephone number, including area code: **(206) 336-5400**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer o Non-accelerated filer þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

There were 43,712,726 issued and outstanding shares of the registrant s common stock, par value $.001 per share, at November 4, 2005.

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# EXPLANATORY STATEMENT

This Form 10-Q/A, which amends and restates the Company s Form 10-Q for the quarterly period ended September 30, 2005, initially filed with the Securities and Exchange Commission (the SEC ) on November 9, 2005 (the Original Filing ), is being filed to reflect the restatement of the financial statements for the three and nine-month period ending September 30, 2005 and for the related disclosures for the same period.

The Company determined that subsequent to the Original Filing that a Form 10-Q/A would be required to restate and correctly account for its U.S. Credit Facility in accordance with Emerging Issues Task Force ( EITF ) Issue No. 95-22, *Balance Sheet Classification of Borrowings Outstanding under Revolving Credit Agreements that Include Both a Subjective Acceleration Clause and a Lock-Box Arrangement* , and EITF Issue No. 00-19, *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company s Own Stock.*

The U.S. Credit Facility, which was entered into August 31, 2005 and has a three-year term, requires a lock-box arrangement, which provides for all receipts to be swept daily to reduce borrowings. This arrangement, combined with the existence of a subjective acceleration clause in the agreement, requires the classification of outstanding borrowings as a current liability under the provisions of EITF Issue No. 95-22. The Company has reclassified outstanding borrowings under this facility from long-term debt to short-term debt with this restatement.

When the U.S. Credit Facility was established, $10,000,000 was received in exchange for a convertible minimum borrowing note ( Note ). In addition, warrants were issued entitling the holder to purchase 2,500,000 shares of the Company s common stock. Shares issued, if any, under the conversion feature to the Note and the warrants require delivery of registered shares pursuant to a registration rights agreement. At August 31, 2005, the inception of the facility, the Company did not have an effective registration statement covering the shares which may be issued under these agreements and is required to register such shares. The inability to provide an effective registration within a specified timeframe triggers liquidated damages. The Company is required to account for the conversion features and warrants as derivatives under the guidance provided by EITF Issue No. 00-19. The application of this accounting requires the derivatives to be recorded as liabilities and stated at fair value on the consolidated balance sheet with subsequent changes in fair value reflected in the consolidated statement of operations. Further, the carrying value of the related debt must be adjusted to record the discount created by the original fair value of the conversion feature and the allocated portion of the fair value of the warrants. The Company has restated its consolidated financial statements to reflect (i) an adjustment to the carrying amount of the Note of $4,489,266 created by recording the conversion feature and an allocated portion of the warrants at fair value at the inception of the agreements, (ii) the recording of incremental non-cash interest charges of $81,733 related to accretion of the discount, and (iii) recording of a charge of $740,531 relating to the change in fair value of the derivatives from inception of the contract to September 30, 2005. All of the adjustments are non-cash.

This Form 10-Q/A sets forth the Original Filing in its entirety for the convenience of the reader. However, this 10-Q/A solely amends and restates certain information in Items 1, 2, and 4 of Part I of the Original Filing. This Form 10-Q/A also refiles Exhibit 12 regarding the ratio of earnings to fixed charges and updates all CEO and CFO certifications. Except for the foregoing amended information, this Form 10-Q/A continues to describe conditions as of the date of the Original Filing, and the disclosures contained herein have not been updated to reflect events, results or developments that occurred after the Original Filing, or to modify or update those disclosures affected by subsequent events. Among other things, forward looking statements made in the Original Filing have not been revised to reflect events, results or developments that occurred or facts that became known to the Company after the date of the Original Filing (other than the restatement and the discontinued operations), and such forward looking statements should be read in their historical context.

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## PART I
## FINANCIAL INFORMATION

### Item 1. Financial Statements

STONEPATH GROUP, INC.
Consolidated Balance Sheets

| | September 30, 2005 (UNAUDITED) Restated | December 31, 2004 |
|---|---|---|
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | $ 5,387,335 | $ 2,800,645 |
| Accounts receivable, net | 72,040,653 | 64,064,382 |
| Prepaid expenses and other current assets | 2,022,179 | 2,559,858 |
| Total current assets | 79,450,167 | 69,424,885 |
| Goodwill | 40,579,684 | 37,278,661 |
| Technology, furniture and equipment, net | 6,862,045 | 7,595,859 |
| Acquired intangibles, net | 5,632,364 | 7,079,986 |
| Note receivable, related party | 87,500 | 87,500 |
| Other assets | 3,371,416 | 1,479,181 |
| Total assets | $ 135,983,176 | $ 122,946,072 |
| Liabilities and Stockholders Equity | | |
| Current liabilities: | | |
| Short term debt | $ 20,426,240 | $ 16,911,700 |
| Accounts payable | 49,513,771 | 38,537,750 |
| Earn-outs payable | 2,640,045 | 2,645,695 |
| Accrued payroll and related expenses | 3,509,204 | 3,192,889 |
| Accrued restructuring costs | 2,054,384 | 741,637 |
| Capital lease obligation | 335,419 | 1,510,461 |
| Accrued expenses | 6,158,665 | 5,627,276 |
| Total current liabilities | 84,637,728 | 69,167,408 |
| Other long-term liabilities | 5,966,321 | 2,064,128 |
| Deferred tax liability | 2,189,100 | 1,650,900 |
| Total liabilities | 92,793,149 | 72,882,436 |
| Minority interest | 5,996,022 | 5,094,336 |
| Commitments and contingencies (Note 9) | | |

| | | | | |
|---|---|---|---|---|
| Stockholders equity: | | | | |
| Preferred stock, $.001 par value, 10,000,000 shares authorized; none issued | | | | |
| Common stock, $.001 par value, 100,000,000 shares authorized; issued and outstanding: 43,712,726 and 42,839,795 shares at 2005 and 2004, respectively | | 43,713 | | 42,840 |
| Additional paid-in capital | | 222,639,560 | | 221,728,796 |
| Accumulated deficit | | (185,754,931) | | (176,806,892) |
| Accumulated other comprehensive income | | 265,663 | | 35,856 |
| Deferred compensation | | | | (31,300) |
| Total stockholders equity | | 37,194,005 | | 44,969,300 |
| Total liabilities and stockholders equity | $ | 135,983,176 | $ | 122,946,072 |

See accompanying notes to consolidated financial statements.

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STONEPATH GROUP, INC.
Consolidated Statements of Operations
(UNAUDITED)

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | **2005 Restated** | **2004** | **2005 Restated** | **2004** |
| Total revenue | $ 111,311,674 | $ 109,711,414 | $ 301,328,275 | $ 256,405,516 |
| Cost of transportation | 87,971,539 | 84,638,366 | 235,451,678 | 195,515,923 |
| Net revenue | 23,340,135 | 25,073,048 | 65,876,597 | 60,889,593 |
| Personnel costs | 11,805,255 | 13,600,160 | 35,395,425 | 36,628,969 |
| Other selling, general and administrative costs | 7,985,747 | 8,608,533 | 26,266,035 | 22,080,720 |
| Depreciation and amortization | 1,163,778 | 1,039,742 | 3,460,457 | 3,023,520 |
| Restructuring charges | | | 3,448,209 | |
| Income (loss) from operations | 2,385,355 | 1,824,613 | (2,693,529) | (843,616) |
| Other income (expense): | | | | |
| Loan refinancing costs | (911,998) | | (911,998) | |
| Interest expense, net | (953,202) | (174,924) | (2,086,430) | (269,967) |
| Change in fair value of derivatives | (740,531) | | (740,531) | |
| Provision for excess earn-out payments | | | | (3,075,190) |
| Other income (expense), net | (3,838) | (33,865) | 74,828 | (69,149) |
| Income (loss) from continuing operations before income tax expense and minority interest | (224,214) | 1,615,824 | (6,357,660) | (4,257,922) |
| Income tax expense | 481,016 | 964,061 | 1,688,693 | 1,607,532 |
| Income (loss) from continuing operations before minority interest | (705,230) | 651,763 | (8,046,353) | (5,865,454) |
| Minority interest | 296,584 | 545,996 | 901,686 | 1,098,032 |
| Income (loss) from continuing operations | (1,001,814) | 105,767 | (8,948,039) | (6,963,486) |
| Loss from discontinued operations, net of tax | | (50,000) | | (50,000) |
| Net income (loss) | $ (1,001,814) | $ 55,767 | $ (8,948,039) | $ (7,013,486) |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Basic and diluted income (loss) per common share | | | | | | | | |
| Continuing operations | $ | (0.02) | $ | | $ | (0.21) | $ | (0.17) |
| Discontinued operations | | | | | | | | |
| Basic and diluted income (loss) per common share | $ | (0.02) | $ | | $ | (0.21) | $ | (0.17) |
| Basic weighted average shares outstanding | | 43,712,726 | | 41,352,322 | | 43,550,871 | | 40,099,518 |
| Diluted weighted average shares and share equivalents outstanding | | 43,712,726 | | 45,773,006 | | 43,550,871 | | 40,099,518 |

See accompanying notes to consolidated financial statements.

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STONEPATH GROUP, INC.
Consolidated Statements of Cash Flows
(UNAUDITED)

| | Nine months ended September 30, 2005 Restated | 2004 |
|---|---|---|
| Cash flow from operating activities: | | |
| Net loss | $ (8,948,039) | $ (7,013,486) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Deferred income taxes | 538,200 | 363,000 |
| Depreciation and amortization | 3,460,457 | 3,023,520 |
| Change in fair value of derivatives | 740,531 | |
| Amortization of loan discount | 81,733 | |
| Minority interest in income of subsidiaries | 901,686 | 1,098,032 |
| Stock-based compensation | 31,300 | 42,474 |
| Loss (Gain) on disposal of technology, furniture and equipment and other | (57,436) | 8,350 |
| Changes in assets and liabilities, net of effect of acquisitions: | | |
| Accounts receivable | (7,976,271) | (13,880,578) |
| Prepaid expenses and other assets | 48,483 | 378,987 |
| Accounts payable and accrued expenses | 13,259,122 | 10,092,245 |
| Net cash provided by (used in) operating activities | 2,079,766 | (5,887,456) |
| Cash flows from investing activities: | | |
| Purchases of technology, furniture and equipment | (1,049,534) | (4,070,129) |
| Payment of earn-out | (2,452,125) | (3,431,285) |
| Proceeds from sales of technology, furniture and equipment | 129,390 | |
| Acquisition of business, net of cash acquired | | (6,837,119) |
| Loans made | | (75,000) |
| Net cash used in investing activities | (3,372,269) | (14,413,533) |
| Cash flows from financing activities: | | |
| Proceeds from line of credit, net | 6,004,569 | 18,119,900 |
| Principal payments on capital lease | (1,245,655) | (551,670) |
| Payment of debt issuance costs | (1,109,528) | |
| Proceeds from issuance of common stock upon exercise of options and warrants | | 1,782,819 |
| Net cash provided by financing activities | 3,649,386 | 19,351,049 |

| | | | | |
|---|---|---|---|---|
| Effect of foreign currency translation | | 229,807 | | 47,919 |
| Net increase (decrease) in cash and cash equivalents | | 2,586,690 | | (902,021) |
| Cash and cash equivalents at beginning of period | | 2,800,645 | | 3,074,151 |
| Cash and cash equivalents at end of period | $ | 5,387,335 | $ | 2,172,130 |
| Cash paid for interest | $ | 1,834,892 | $ | 305,215 |
| Cash paid for income taxes | $ | 61,597 | $ | 98,602 |
| Supplemental disclosure of non-cash investing and financing activities: | | | | |
| Issuance of common stock in connection with acquisitions | $ | 854,548 | $ | 100,000 |
| Issuance of common stock in connection with Employee Stock Purchase Plan | | 57,089 | | 224,170 |
| Issuance of warrants in connection with loan refinancing | | 1,293,721 | | |
| Recognition of loan discount on conversion option in connection with loan refinancing | | 3,770,532 | | |
| Increase in goodwill related to accrued earn-out payments | | 2,300,000 | | |
| Issuance of warrants for consulting services | | | | 70,000 |
| Increase in technology, furniture and equipment and capital lease obligation | | | | 390,754 |
| Increase in common stock from conversion of Series D convertible preferred stock | | | | 149 |
| Issuance of common stock in connection with exercise of options | | | | 511,068 |

See accompanying notes to consolidated financial statements.

STONEPATH GROUP, INC.
Notes to Unaudited Consolidated Financial Statements
September 30, 2005

(1) **Nature of Operations and Basis of Presentation**

Stonepath Group, Inc. and subsidiaries (the Company ) is a non-asset based third-party logistics services company providing supply chain solutions on a global basis. A full range of time-definite transportation and distribution solutions is offered through the Company s Domestic Services platform, where the Company manages and arranges for the movement of raw materials, supplies, components and finished goods for its customers. These services are offered through the Company s domestic air and ground freight forwarding business. A full range of international logistics services including international air and ocean transportation as well as customs house brokerage services is offered through the Company s International Services platform. In addition to these core service offerings, the Company also provides a broad range of value added supply chain management services, including warehousing, order fulfillment and inventory management. The Company services a customer base of manufacturers, distributors and national retail chains through a network of owned offices in North America and Puerto Rico, strategic locations in Asia, South America and Europe, and service partners strategically located around the world.

The accompanying unaudited consolidated financial statements were prepared in accordance with United States generally accepted accounting principles for interim financial information. Certain information and footnote disclosures normally included in financial statements have been condensed or omitted pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the SEC ) relating to interim financial statements. These statements reflect all adjustments, consisting only of normal recurring accruals, necessary to present fairly the Company s financial position, operations and cash flows for the periods indicated. While the Company believes that the disclosures presented are adequate to make the information not misleading, these unaudited consolidated financial statements should be read in conjunction with the Company s Annual Report on Form 10-K for the year ended December 31, 2004. Interim operating results are not necessarily indicative of the results for a full year because our operating results are subject to seasonal trends when measured on a quarterly basis. Our first and second quarters are likely to be weaker as compared with our other fiscal quarters, which we believe is consistent with the operating results of other supply chain service providers.

The Company has experienced losses from operations, and has an accumulated deficit. In addition the Company has experienced negative cash flow from operations in earlier years. In view of these matters, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon profitable future operations of the Company and generation of cash flow sufficient to meet its obligations. The Company believes that operating improvement and cost reduction actions implemented in the first half of 2005 coupled with existing availability on its credit facilities will provide the Company with adequate liquidity to provide uninterrupted support for its business operations through at least September 30, 2006.

Certain amounts for prior periods have been reclassified in the consolidated financial statements to conform to the classification used in 2005.

(2) **Restatement**

The Company has restated its Form 10-Q for the period ended September 30, 2005 to correctly account for its U.S. Credit Facility in accordance with Emerging Issues Task Force ( EITF ) Issue No. 95-22, *Balance Sheet Classification of Borrowings Outstanding under Revolving Credit Agreements that Include Both a Subjective Acceleration Clause and a Lock-Box Arrangement*, and EITF Issue No. 00-19, *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company s Own Stock.*

The U.S. Credit Facility, which was entered into August 31, 2005 and has a three-year term, requires a lock-box arrangement, which provides for all receipts to be swept daily to reduce borrowings. This arrangement, combined with the existence of a subjective acceleration clause in the agreement, requires the classification of outstanding borrowings as a current liability under the provisions of EITF Issue No. 95-22. The Company has reclassified outstanding borrowings under this facility from long-term debt to short-term debt with this restatement.

As discussed in Note 8, when the U.S. Credit Facility was established, $10,000,000 was received in exchange for a convertible minimum borrowing note ( Note ). In addition, warrants were issued entitling the holder to purchase 2,500,000 shares of the Company s common stock. Shares issued, if any, under the conversion feature to the Note and the warrants require delivery of registered shares pursuant to a registration rights agreement. At August 31, 2005, the inception of the facility, the Company did not have an effective registration statement covering the shares which may be issued under these agreements and is required to register such shares. The inability to provide an effective registration within a specified timeframe triggers liquidated damages. The Company is required to account for the conversion features and warrants as derivatives under the guidance provided by EITF Issue No. 00-19. The application of this accounting requires the derivatives to be recorded as liabilities and stated at fair value on the consolidated balance sheet with subsequent changes in fair value reflected in the consolidated statement of operations. Further, the carrying value of the related debt must be adjusted to record the discount created by the original fair value of the conversion feature and the allocated portion of the fair value of the warrants. The Company has restated its consolidated financial statements to reflect (i) an adjustment to the carrying amount of the Note of $4,489,266 created by recording the conversion feature and an allocated portion of the warrants at fair value at the inception of the agreements; (ii) the recording of incremental non-cash interest charges of $81,733 related to accretion of the discount; and (iii) recording of a charge of $740,531 relating to the change in fair value of the derivatives from inception of the contract to September 30, 2005.

The effects of the restatement on previously reported consolidated financial statements as of and for the three and nine-months ended September 30, 2005 are summarized below.

| | September 30, 2005 | |
|---|---|---|
| | **As Previously Reported** | **As Restated** |
| Select Balance Sheet Data: | | |
| Other assets | $ 4,070,185 | $ 3,371,416 |
| Total assets | 136,681,945 | 135,983,176 |
| Short-term debt | 6,897,539 | 20,426,240 |
| Total current liabilities | 89,025,286 | 84,637,728 |
| Long term debt | 17,916,269 | |
| Other long-term liabilities | 161,537 | 5,966,321 |
| Additional paid-in capital | 223,933,281 | 222,639,560 |
| Accumulated deficit | (184,932,667) | (185,754,931) |
| Total stockholders equity | 39,309,990 | 37,194,005 |
| Total liabilities and stockholders equity | 136,681,945 | 135,983,176 |

| | Three months ended September 30, 2005 | |
|---|---|---|
| | **As Previously Reported** | **As Restated** |
| Select Statement of Operations Data: | | |
| Interest expense, net | $(871,469) | $ (953,202) |
| Change in fair value of derivatives | | (740,531) |
| Income (loss) from continuing operations before income tax expense and minority interest | 598,050 | (224 214) |
| Income (loss) from continuing operations before minority interest | 117,034 | (705,230) |
| Loss from continuing operations | (179,550) | (1,001,814) |
| Net loss | (179,550) | (1,001,814) |
| Basic and diluted loss per common share: | | |
| Continuing operations | $ | $ (0.02) |
| Loss per common share | $ | $ (0.02) |

| | Nine months ended September 30, 2005 | |
|---|---|---|
| | **As Previously Reported** | **As Restated** |
| Select Statement of Operations Data: | | |
| Interest expense, net | $(2,004,697) | $(2,086,430) |

| | | |
|---|---|---|
| Change in fair value of derivatives | | (740,531) |
| Loss from continuing operations before income tax expense and minority interest | (5,535,396) | (6,357,660) |
| Loss from continuing operations before minority interest | (7,224,089) | (8,046,353) |
| Loss from continuing operations | (8,125,775) | (8,948,039) |
| Net loss | (8,125,775) | (8,948,039) |
| Basic and diluted loss per common share: | | |
| Continuing operations | $ (0.19) | $ (0.21) |
| Loss per common share | $ (0.19) | $ (0.21) |

| | Nine months ended September 30, 2005 | |
|---|---|---|
| | **As Previously Reported** | **As Restated** |
| Select Statement of Cash Flows Data: | | |
| Net loss | $(8,125,775) | $(8,948,039) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Change in fair value of derivatives | | 740,531 |
| Amortization of loan discount and fees | | 81,733 |

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### (3) Restructuring Charges

In November 2004, the Company commenced a restructuring program, engineered to accelerate the integration of its businesses and improve the Company s overall profitability. Currently, the Company has consolidated its corporate headquarters and is in the process of consolidating its domestic and international divisional headquarters into one central management facility in Seattle, Washington. This streamlining will eliminate unnecessary duplication of efforts as well as provide a much more cohesive day-to-day management coordination capability and improved internal controls. In addition, the restructuring initiative included the rationalization of technology systems, personnel and facilities throughout the U.S. In connection with this plan, the Company recorded pre-tax restructuring charges of $3,448,209 during the six-month period ended June 30, 2005. No additional restructuring charges were recorded during the three-month period ended September 30, 2005. A summary of 2005 restructuring charges, cash payments and related liabilities is as follows:

| | Liability Balance, January 1, 2005 | Restructuring Charges | Cash Payments | Liability Balance, September 30, 2005 |
|---|---|---|---|---|
| Personnel | $ 666,408 | $ 657,289 | $ (978,497) | $ 345,200 |
| Lease terminations: | | | | |
| Building | 75,229 | 2,200,010 | (566,055) | 1,709,185 |
| Equipment | | 590,910 | (590,910) | |
| | $ 741,637 | $ 3,448,209 | $ (2,135,462) | $ 2,054,384 |

Personnel charges primarily relate to contractual obligations incurred in 2005 with certain executives. Lease termination costs relate to vacating certain Domestic facilities, vacating and relocating the Company s former corporate headquarters in Philadelphia, and the disposal of related leased equipment. All restructuring charges will result in cash payments in future periods through 2008. The Company does not expect to incur additional restructuring costs during the remainder of 2005.

### (4) Loan Refinancing Costs

As more fully discussed in Note (8), on August 31, 2005, the Company completed a refinancing of its $25,000,000 U.S. revolving credit facility. In connection with this transaction, the Company incurred a charge of $911,998, reflecting payment of a prepayment fee and the expensing of previously deferred loan issue costs.

### (5) Stock-Based Compensation

As permitted by Statement of Financial Accounting Standards ( SFAS ) No. 123, *Accounting for Stock-Based Compensation*, the Company has elected to account for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board ( APB ) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations. Accordingly, compensation cost for stock options granted to employees and members of the board of directors is measured as the excess, if any, of the quoted market price of the Company s common stock at the date of the grant over the amount the grantee must pay to acquire the stock. The Company accounts for stock-based compensation to non-employees (including directors who provide services outside their capacity as members of the board) in accordance with SFAS No. 123 and Emerging Issues Task Force ( EITF ) Issue No. 96-18, *Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services*. The table below illustrates the effect on net income or loss and income or loss per common share as if the fair value of options granted had been recognized as compensation expense in accordance with the provisions of SFAS No. 123.

| | Three months ended September 30, 2005 | Three months ended September 30, 2004 | Nine months ended September 30, 2005 | Nine months ended September 30, 2004 |
|---|---|---|---|---|
| Net income (loss): | | | | |
| As reported | $ (1,001,814) | $ 55,767 | $ (8,948,039) | $ (7,013,486) |
| Add: stock-based employee compensation expense included in reported net loss | | | | 22,174 |
| Deduct: total stock-based compensation expense determined under fair value method for all awards | (61,694) | (1,051,036) | (1,837,482) | (4,147,125) |
| Pro forma net loss | $ (1,063,508) | $ (995,269) | $ (10,785,521) | $ (11,138,437) |
| Basic and diluted loss per common share: | | | | |
| As reported | $ | $ | $ (0.21) | $ (0.17) |
| Pro forma | (0.02) | (0.02) | (0.25) | (0.28) |

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In December 2004, the Financial Accounting Standards Board issued its final standard on accounting for share-based payments, SFAS 123R (Revised 2004), *Share-Based Payment.* SFAS 123R requires companies to expense the fair value of employee stock options and other similar awards. When measuring the fair value of these awards, companies can choose from two different pricing models that reflect their specific circumstances and the economics of their transactions. The Company is in the process of selecting one of three transition methods available under SFAS 123R. Accordingly, the Company has not yet determined the impact on its consolidated financial statements of adopting SFAS 123R. In April 2005, the SEC adopted a new rule which delayed the date for compliance with SFAS 123R. The new effective date for the Company is January 1, 2006.

On April 28, 2005, the Compensation Committee of the board of directors approved the acceleration of the vesting of unvested stock options having an exercise price of more than $.92 per share granted under the Company s stock option plan that are held by employees, including all executive officers. As a result of this action, options to purchase 1,931,244 shares of common stock became immediately exercisable. Because the accelerated options had exercise prices in excess of the current market value of the Company s common stock, they were not fully achieving their original objectives of incentive compensation and employee retention. The Company expects the acceleration to have a positive effect on employee morale, retention, and perception of option value. Further, the acceleration is also intended to eliminate future compensation expense the Company would otherwise have to recognize in its consolidated statements of operations once SFAS No. 123R becomes effective. The Company reflected the effect of the acceleration in the stock-based compensation expense determined under the fair value method as of the date of the acceleration.

(6) **Acquisitions**

On February 9, 2004, the Company acquired, through its indirect wholly-owned subsidiary, Stonepath Holdings (Hong Kong) Limited, a 55% interest in Shaanxi Sunshine Cargo Services International Co., Ltd. ( Shaanxi ). Shaanxi is a Class A licensed freight forwarder headquartered in Shanghai, PRC and provides a wide range of customized transportation and logistics services and supply chain solutions, including global freight forwarding, warehousing and distribution, shipping services and special freight handling. As consideration for the purchase, which was effective as of March 1, 2004, the Company paid $3,500,000 in cash, financed through its revolving credit agreement, and 630,915 shares of the Company s common stock which had a value of $2,000,000 on the date of the transaction. The common shares issued in the transaction were subject to a one-year restriction on sale and were subject to a pro rata forfeiture based upon a formula that compares the actual pre-tax income of Shaanxi through December 31, 2004 with the targeted level of income of $4,000,000 (on an annualized basis). Also, if the trading price of the Company s common stock was less than $3.17 per share at the end of the one-year restriction, the Company could issue up to 169,085 additional shares to the seller. Because the common shares issued in connection with this transaction were subject to forfeiture, they were accounted for as contingent consideration. Based upon the actual pre-tax income through December 31, 2004, the seller forfeited 37,731 shares of common stock. As provided for in the purchase agreement, the amount of $119,608, which represents the original fair value of the forfeited shares at the date of acquisition, will be added ratably to the future earn-outs. Because the quoted market price of the Company s common stock was less than $3.17 on February 9, 2005, the Company issued 158,973 additional shares of its common stock. As of February 9, 2005, the Company had issued 752,157 shares of its common stock in connection with this transaction. The Company recorded additional goodwill amounting to $752,157 in the first quarter of 2005. The seller may receive additional consideration of up to $5,619,608 under an earn-out arrangement payable at the rate of $1,100,000 in the first year and $1,129,902 per year over the next four years based on the future financial performance of Shaanxi.

In addition, the Company agreed to pay the seller 55% of Shaanxi s accounts receivable balances, net of assumed liabilities, existing on the date of acquisition realized in cash within 180 days following the acquisition with a targeted distribution date in August 2004. Effective September 20, 2004, the Company amended the purchase agreement for a change in the settlement date from August 2004 to an initial payment of $1,045,000 on or before November 15, 2004, and the final payment of $868,000 on or before March 31, 2005. The amendment also fixed the date of distribution for collections in cash after the initial 180 day working capital assessment period from being due when collected to March 31, 2005. On March 21, 2005, the Company and the seller entered into a financing arrangement whereby the amount due on March 31, 2005 was extended to March 31, 2006 through the execution of a note between the seller and the Company with interest at 10% per annum. The note balance of $1,897,539 is classified in current liabilities under the caption short-term debt in the consolidated balance sheet at September 30, 2005. The note was included in other long-term liabilities in the consolidated balance sheet at December 31, 2004.

The acquisition, which significantly enhances the Company s presence in the region, was accounted for as a purchase and accordingly, the results of operations and cash flows of Shaanxi have been included in the Company s consolidated financial statements prospectively from the date of acquisition. Because the Company consolidates its foreign subsidiaries on a one-month lag, such information has been reflected in the consolidated statement of operations effective for periods subsequent to April 1, 2004. The total purchase price, including acquisition expenses of $269,000, was $7,402,000. The following table summarizes the allocation of the purchase price based on the fair value of the assets acquired and liabilities assumed (in thousands):

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| | |
|---|---|
| Current assets | $ 15,090 |
| Furniture and equipment | 157 |
| Goodwill | 2,913 |
| Other intangible assets | 1,453 |
| Total assets acquired | 19,613 |
| Current liabilities assumed | (9,727) |
| Minority interest | (2,484) |
| Net assets acquired | $ 7,402 |

The acquired intangible assets have a weighted average life of 6.6 years. The intangible assets include a customer related intangible of $1,112,100 with a 7.1 year life and a covenant-not-to-compete of $341,000 with a five year life. The $2,913,300 of goodwill was assigned to the Company s International Services business unit and is not deductible for income tax purposes.

The following unaudited pro forma information for the nine months ended September 30, 2004 is presented as if the acquisition of Shaanxi had occurred on December 1, 2003, using the one month lag consolidation policy (in thousands, except earnings per share):

| | **Nine months ending September 30, 2004** |
|---|---|
| Total revenue | $ 280,961 |
| Net loss | (6,275) |
| Loss per share: | |
| Basic and diluted | $ (0.15) |

(7) **Acquired Intangible Assets**

Information with respect to acquired intangible assets is as follows:

| | **September 30, 2005** | | **December 31, 2004** | |
|---|---|---|---|---|
| | **Gross Carrying Amount** | **Accumulated Amortization** | **Gross Carrying Amount** | **Accumulated Amortization** |
| Amortizable intangible assets: | | | | |
| Customer related | $ 11,042,100 | $ 6,062,418 | $ 11,042,100 | $ 4,813,229 |
| Covenants-not-to-compete | 1,506,000 | 853,318 | 1,506,000 | 654,885 |
| Total | $ 12,548,100 | $ 6,915,736 | $ 12,548,100 | $ 5,468,114 |

Aggregate amortization expense:

| | |
|---|---|
| For the three-months ended September 30, 2005 | $ 454,706 |
| For the three-months ended September 30, 2004 | 584,614 |
| For the nine-months ended September 30, 2005 | 1,438,659 |

| | |
|---|---|
| For the nine-months ended September 30, 2004 | 1,707,234 |
| Estimated aggregate amortization expense: | |
| For the remainder of the year ended December 31, 2005 | $ 420,000 |
| For the year ended December 31, 2006 | 1,547,000 |
| For the year ended December 31, 2007 | 1,254,000 |
| For the year ended December 31, 2008 | 931,000 |
| For the year ended December 31, 2009 | 607,000 |
| For the year ended December 31, 2010 | 482,000 |

## (8) Short-Term Debt

Short-term debt consists of the following:

| | September 30, 2005 | December 31, 2004 |
|---|---|---|
| U.S. Credit Facility: | | |
| Revolving note | $ 7,916,269 | $ 13,911,700 |
| Convertible minimum borrowing note, ($10,000,000 outstanding principal, net of discount of $4,387,568) | 5,612,432 | |
| Total U.S. credit facility | 13,528,701 | 13,911,700 |
| Offshore credit facility | 5,000,000 | 3,000,000 |
| Note payable | 1,897,539 | |
| Total short-term debt | $ 20,426,240 | $ 16,911,700 |

*U.S. Credit Facility*

On August 31, 2005, the Company entered into several agreements with Laurus Master Fund, Inc. ( Laurus ), to provide a new $25,000,000 U.S. revolving credit facility ( U.S. Facility ) which replaced its previous revolving credit facility held by Zohar II 2005-1, Limited, an affiliate of Patriarch Partners, LLC ( Patriarch ). In connection with establishing the U.S. Facility with Laurus, the Company entered into two principal borrowing agreements and a warrant agreement, the terms of which are as follows:

*Secured Convertible Minimum Borrowing Note ( Minimum Borrowing Note )* The Minimum Borrowing Note has a principal amount of $10,000,000, has a three-year term expiring August 31, 2008 and bears interest at prime plus 1% subject to a minimum interest rate of 5.5%. The Minimum Borrowing Note is convertible into the Company s common stock at a conversion price of $1.08 per share subject to customary antidilution adjustments. A total of 9,259,259 shares of the Company s common stock would be issued upon the full conversion of the principal of the Minimum Borrowing Note. Assuming the Company has registered the shares necessary to complete the full conversion of the Minimum Borrowing Note, and if the market price of the Company s common stock for the last five trading dates of any month exceeds the conversion price of $1.08 per share by 25%, then the interest rate for the next month will be reduced by 200 basis points for each incremental 25% increase in market price above $1.08.

In the event that the Minimum Borrowing Note has been converted in full into the Company s common stock and there remains at least $11,000,000 outstanding under the U.S. Facility, then a new Minimum Borrowing Note will be issued. The terms of the new Minimum Borrowing Note would be the same as the initial note except for the conversion price, which would be 115% of the average closing price of the Company s common stock for the ten trading days immediately prior to the date of the issuance of a new Minimum Borrowing Note, but in no event greater than 120% of the closing price of the Company s common stock on such date.

*Secured Revolving Note ( Revolving Note )* The Revolving Note covers borrowing outstanding under the facility that are not represented by the Minimum Borrowing Note. The Revolving Note has a three-year term expiring August 31, 2008 and bears interest at prime plus 3.5% subject to a floor of 8.0% and prepayment premiums of 3% in the first year, 2% in the second year, and 1% in the third year of the Revolving Note.

*Common Stock Purchase Warrants ( Warrant )* The Warrant entitles Laurus to purchase 2,500,000 shares of the Company s common stock for a period of five years, at an exercise price that varies with the number of shares purchased under the Warrant. The exercise price is $1.13 for the first 900,000 shares, $1.41 for the next 700,000 shares, $4.70 for the next 450,000 shares and $7.52 for the remaining 450,000 shares.

*Registration Rights Agreement ( Rights Agreement)* The Rights Agreement provides that the Company file a registration statement for resale of the shares issuable upon conversion of the Minimum Borrowing Note or exercise of the Warrant by October 30, 2005, have the registration statement effective by December 31, 2005 and keep the registration statement effective for a period of five years. If the Company fails to meet the deadlines, or if the registration statement is unavailable after it becomes effective, then the Company is subject to liquidated damages in the amount of $5,000 per day.

The Minimum Borrowing Note and Warrant require the Company to deliver registered shares as specified in the Rights Agreement. Under EITF Issue No. 00-19, since the Company did not have an effective registration statement at inception of the agreements and is subject to liquidated damages in the event that effective registration does not occur or if effectiveness is not maintained, the conversion feature and warrants are to be accounted for as derivatives. The application of this accounting requires the derivatives to be recorded as liabilities and stated at fair value on the consolidated balance sheet with subsequent changes in fair value reflected in the consolidated statement of operations. The carrying value of the Minimum Borrowing Note must be adjusted to record the discount created by the original fair value of the conversion feature and the allocated portion of the fair value of the Warrants. The Company used the Black-Scholes option-pricing model to determine fair value of these conversion features. The initial fair value of the Minimum Borrowing Note conversion feature recorded on inception of the agreement was $3,770, 532. The initial fair value of the Warrants was $1,293,721, with $718,734 allocated to the Minimum Borrowing Note and the remaining $574,987 allocated to the Revolving Note. The initial fair value of the derivatives were included in other long-term liabilities on the consolidated balance sheet with amounts allocated to the Company s debt recorded as a discount to such debt. The amount allocated to the Revolving Note is considered a debt issue cost and is classified in other assets on the consolidated balance sheet. This amount is being amortized on a straight-line basis over the three-year term of the agreement.

The derivatives have been measured at fair value as of September 30, 2005, resulting in a charge of $740,531 being recognized and included in other income (expense). This charge represents the change in fair value of the derivatives from the inception of the agreements to September 30, 2005. Additional interest expense of $101,698 was recorded resulting from the accretion of the discount utilizing the effective interest method.

The level of eligible accounts receivable of the Company limits the amounts available to be borrowed under the Minimum Borrowing Note and Revolving Note. The U.S. Facility generally provides for an advance rate of 90% of eligible accounts receivable. The U.S. Facility does not contain financial covenants although it does have affirmative and negative covenants, including the requirement for consent from the lender for certain actions, including future acquisitions, the payment of cash dividends or a merger. The Minimum Borrowing Note and Revolving Note are further secured by a global security interest in substantially all the assets of the Company s domestic subsidiaries, excluding any stock held in a foreign subsidiary.

To complete the transaction, the Company paid a loan fee to Laurus of $875,000, which is included in other assets and is being amortized to expense over the term of the facility. Additionally, prepayment fees due upon early termination of the previous domestic credit facility and expensing of previously capitalized loan issue costs resulted in a charge of $911,998 being recorded during the three months ended September 30, 2005.

As of September 30, 2005, the Company had $10,000,000 outstanding under the Minimum Borrowing Note and $7,916,269 outstanding under the Revolving Note. Based on the level of eligible receivables there was additional borrowing availability of $2,080,000 under the Revolving Note.

The U.S. facility requires a lock-box arrangement, which provides for all receipts to be swept daily to reduce borrowings outstanding under the facility. This arrangement, combined with the existence of a subjective acceleration clause in the agreement, requires the classification of outstanding borrowings as a current liability in accordance with EITF Issue No. 95-22. The acceleration clause allows Laurus to forego additional advances should they determine there has been a material adverse change in the Company s financial position or prospects reasonably likely to result in a material adverse effect on its business, condition (financial or otherwise), operations or properties.

In April and May 2005, the Company had amended its previous U.S. credit facility to assign the facility s interest to Patriarch in addition to making changes to other key terms, including changes to certain restrictive covenants. As noted above, the agreement with Laurus replaced this amended facility.

*Offshore Credit Facility*

In October, 2004, a subsidiary of the Company, Stonepath Holdings (Hong Kong) Limited ( Asia Holdings ) entered into a Term Credit Agreement with Hong Kong League Central Credit Union (the Lender ) and SBI Advisors, LLC, as agent for the Lender. The Term Credit Agreement provided Asia Holdings with the right to borrow an initial amount of $3,000,000 and up to an additional $7,000,000 upon the satisfaction of certain conditions. Asia Holdings borrowed $3,000,000 on November 4, 2004 and $2,000,000 on February 16, 2005. The borrowings under the Term

Credit Agreement were secured by floating charges on the foreign accounts receivable of three of its subsidiaries, Planet Logistics Express (Singapore) Pte. Ltd., G-Link Express (Singapore) Pte. Ltd., and Stonepath Logistics (Hong Kong) Limited. All borrowings under the Term Credit Agreement bore interest at an annual rates of between 12% and 15% and were to be repaid on or before November 4, 2005. Stonepath Group, Inc. has guaranteed the obligations of Asia Holdings under the Term Credit Agreement. The outstanding balance on the Term Credit Agreement was $5,000,000 at September 30, 2005.

On October 26, 2005, the Company exchanged $3,000,000 of principal outstanding under the Term Credit Agreement for 30,000 newly issued preferred shares of Asia Holdings and extended the maturity date for the repayment of $1,000,000 of the remaining $2,000,000 outstanding principal under the Term Credit Agreement to November 4, 2007. The preferred shares are convertible into the Company s common stock at a conversion price of $1.08 per share. Dividends on the preferred shares accumulate at a rate of 12% payable monthly in cash or, at the option of the Company, payable in additional preferred shares. A total of 2,777,778 shares of the Company s common stock would be issued upon the full conversion of the preferred shares, assuming dividends are paid in cash. The remaining $1,000,000 due under the Term Credit Agreement would be unsecured, bear interest at an annual rate of 12%, and previous security provided through floating rate charges would be released. No additional borrowing availability exists under the Term Credit Agreement. The Company also issued warrants to the Lender entitling the holder to purchase 277,778 shares of the Company s common stock at an exercise price of $1.13 for a period of four years. The Company has determined that the exchange transaction, including consideration for the fair value of the warrants, will result in a loss of

$117,079 being recognized in the fourth quarter of 2005 since the net carrying amount of the extinguished debt was less than the fair value of the preferred shares and new note issued. The preferred shares contain mandatory redemption features that allow the holders to be repaid upon the occurrence of certain triggering events, including events of default on other debt agreements of the Company. Further, the amount to be repaid in the event of a triggering event is based upon the greater of 120% of the par value of the preferred shares or the market value of the number of common shares issuable under the conversion of the preferred shares. Since the preferred shares contain these redemption features, the proceeds received will not be considered permanent equity of the Company. Further, since the redemption provisions do not specify the ultimate amount of proceeds to be paid to the holder upon occurrence of a triggering event, the conversion feature must be accounted for as a derivative under the provisions of EITF 00-19. The application of this accounting requires the derivative to be recorded as a liability and stated at fair value on the consolidated balance sheet with subsequent changes in fair value reflected in the consolidated statement of operations. The carrying amount of the preferred shares must be adjusted to record the discount created by the original fair value of the conversion feature. The Company used the Black-Scholes option-pricing model to determine fair value of the conversion features, with an initial fair value of approximately $1,300,000 being recorded.

(9) **Commitments and Contingencies**

The Company was named as a defendant in eight purported class action complaints filed in the United States Court for the Eastern District of Pennsylvania between September 24, 2004 and November 19, 2004. Also named as defendants in these lawsuits were officers Dennis L. Pelino and Thomas L. Scully and former officer Bohn H. Crain. These cases were consolidated for all purposes in that Court under the caption In re Stonepath Group, Inc. Securities Litigation, Civ. Action No. 04-4515 and the lead plaintiff, Globis Capital Partners, LP, filed an amended complaint in February 2005. The lead plaintiff seeks to represent a class of purchasers of the Company s shares between March 29, 2002 and September 20, 2004, and alleges claims for securities fraud under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. These claims were based upon the allegation that certain public statements made during the period from March 29, 2002 through September 20, 2004 were materially false and misleading because they failed to disclose that the Company s Domestic Services operations had improperly accounted for accrued purchased transportation costs. The plaintiffs sought unspecified compensatory damages, attorneys fees and costs, and further relief as may be determined by the Court and an estimate of any possible loss to the Company that could result from this action cannot be made. On October 27, 2005, the Court granted the defendants motion to dismiss the plaintiff s complaint with leave to file an amended complaint and the plaintiff filed a second amended complaint on November 15, 2005. The Company and the individual defendants believe that this action is without merit and intend to vigorously defend against the claims raised in this action.

The Company was named as a nominal defendant in a shareholder derivative action on behalf of the Company that was filed on October 12, 2004 in the United States District Court for the Eastern District of Pennsylvania under the caption Ronald Jeffrey Neer v. Dennis L. Pelino, et al., Civ. A. No. 04-cv-4971. Also named as defendants in the action were all of the individuals who were serving as directors of the Company when the complaint was filed (Dennis L. Pelino, J. Douglas Coates, Robert McCord, David R. Jones, Aloysius T. Lawn and John H. Springer), former directors Andrew Panzo, Lee C. Hansen, Darr Aley, Stephen George, Michela O Connor-Abrams and Frank Palma, officer Thomas L. Scully and former officers Bohn H. Crain and Stephen M. Cohen. The derivative action alleged breach of fiduciary duty, abuse of control, gross mismanagement, waste of corporate assets, unjust enrichment and violations of the Sarbanes-Oxley Act of 2002. These claims were based upon the allegation that the defendants knew or should have known that the Company s public filings for fiscal years 2001, 2002 and 2003 and for the first and second quarters of fiscal year 2004, and certain press releases and public statements made during the period from January 1, 2001 through August 9, 2004, were materially misleading. The complaint alleged that the statements were materially misleading because they understated the Company s accrued purchase transportation liability and related costs of transportation in violation of generally accepted accounting principles and they failed to disclose that the Company lacked internal controls. The derivative action sought compensatory damages in favor of the Company, attorneys fees and costs, and further relief as may be determined by the Court. The Court granted the defendants motion to dismiss this action on September 27, 2005 and the plaintiff has filed a notice of appeal on October 26, 2005. The Company and the individual defendants believe that the action is without merit and intend to vigorously defend against the claims raised in this action.

On October 22, 2004, Douglas Burke filed a two-count action against United American Acquisitions, Inc. ( UAF ), Stonepath Logistics Domestic Services, Inc., and the Company in the Circuit Court for Wayne County, Michigan. Mr. Burke is the former President and Chief Executive Officer of UAF. The Company purchased the stock of UAF from Mr. Burke on May 30, 2002 pursuant to a Stock Purchase Agreement. At the closing of the transaction Mr. Burke received $5,100,000 and received the right to receive an additional $11,000,000 in four annual installments based upon UAF s performance in accordance with the Stock Purchase Agreement. Subject to the purchase, Stonepath Logistics Domestic Services, Inc. and Mr. Burke entered into an Employment Agreement. Mr. Burke s complaint alleges that the defendants breached the terms of the Employment Agreement and Stock Purchase Agreement and seeks, among other things, the production of financial information, unspecified damages, attorney s fees and interest. In early October 2005, the Wayne County Circuit Court granted the defendant s motion to dismiss the lawsuit and to compel arbitration. The court ordered, and the parties agreed, to submit the issues concerning the plaintiff s objections regarding the earn-out calculation under the Stock Purchase Agreement to a national accounting firm and to submit plaintiff s claim relating to the Employment Agreement and defendant s counterclaims to a different neutral arbitrator. The defendants believe that Mr. Burke s claims are without merit and intend to vigorously defend against them. In addition, the Company is seeking $456,000 in excess earn-out payments that were paid to Mr. Burke.

The Company has received notice that the Securities and Exchange Commission ( Commission ) is conducting an informal inquiry to determine whether certain provisions of the federal securities laws have been violated in connection with the Company s accounting and financial reporting in connection with the restatement of the Company s financial statements for the years ended December 31, 2001, 2002 and 2003 and the first two quarters of 2004. As part of the inquiry, the staff of the Commission has requested information relating to the restatement amounts, personnel at the Air Plus subsidiary and Stonepath Group, Inc. and additional background information for the period from October 5, 2001 to December 2, 2004. The Company is voluntarily cooperating with the staff.

The Company is not able to predict the outcome of any of the foregoing actions at this time, since each action is in an early stage. An adverse determination in any of those actions could have a material and adverse effect on the Company s financial position, results of operations and/or cash flows.

The Company is also involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of those matters will not have a material adverse effect on the Company s consolidated financial position, results of operations or liquidity. No accruals have been established for any pending legal proceeding, either because a loss is not probable, the amount of a loss cannot be reasonably estimated, or both.

(10) **Stockholders Equity**

In connection with the December 2003 acquisition of the Malaysia operations of the G Link Group, the Company agreed to pay $102,000, as additional consideration on a post-closing basis, for net assets acquired through the issuance of common stock. In May 2005, 41,757 shares of the Company s common stock were issued to complete this transaction.

In connection with the Shaanxi acquisition, as of February 9, 2005 the Company had issued 752,157 shares of its common stock. Because the ultimate number of shares issued in connection with the transaction were contingent on the financial performance of Shaanxi through December 31, 2004, and the trading price of the Company s common stock on February 9, 2005, such shares were not reflected as outstanding securities in the accompanying consolidated financial statements for periods prior to February 9, 2005. As discussed in Note 6, 630,915 shares were originally designated for issuance with this transaction as of the date of acquisition and 121,242 shares were issued upon ultimate completion of all contingent matters.

Stock option activity for the nine months ended September 30, 2005 included the grant to an employee of 30,000 options to purchase common shares at a price of $0.70 per share. The option price was the trading price of the Company s common stock on the date of the grant. Additionally, 467,406 options were cancelled during the first nine-months of 2005. As discussed in Note 5, on April 28, 2005, the Compensation Committee of the board of directors approved the acceleration of the vesting of unvested stock options having an exercise price of more than $0.92 per share granted under the Company s stock option plan that are held by employees, including all executive officers. As a result of this action, options to purchase 1,931,244 shares of common stock became immediately exercisable.

On April 29, 2005, 79,016 shares of common stock were issued to satisfy obligations to employees under the Company s Employee Stock Purchase Plan.

During the nine-month period ended September 30, 2004, holders converted 149,293 shares of the Company s Series D Preferred Stock into 1,492,930 shares of the Company s common stock.

(11) **Earnings (Loss) per Share**

Basic earnings (loss) per common share and diluted earnings (loss) per common share are presented in accordance with SFAS No. 128, Earnings per Share. Basic earnings (loss) per common share has been computed using the weighted-average number of shares of common stock outstanding during the period. Diluted earnings (loss) per common share incorporates the incremental shares issuable upon the assumed exercise of stock options, warrants and convertible securities if dilutive. Dilutive shares for the three-month period ended September 30, 2004 were 4,420,684. The inclusion of these dilutive shares did not cause diluted earnings per share to differ from basic earnings per share for this period. Certain stock options, warrants and convertible securities were excluded from the calculation of diluted earnings (loss) per common share because their effect was antidilutive. The total number of such shares excluded from diluted earnings (loss) per common share are 12,892,847 and 9,628,684 for the three-month periods ended September 30, 2005 and 2004, respectively and 11,463,372 and 8,777,902 for the nine-month periods ended September 30, 2005 and 2004, respectively.

Also, the 630,915 shares of common stock issued in connection with the Shaanxi acquisition were subject to pro rata forfeiture based upon the financial performance of Shaanxi through December 31, 2004. Accordingly, such shares have been excluded from the calculation of basic and diluted loss per common share for the three- and nine-month periods ended September 30, 2004.

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## (12) Income Taxes

The components of income tax expense consist of the following:

| | Three months ended September 30, 2005 | Three months ended September 30, 2004 | Nine months ended September 30, 2005 | Nine months ended September 30, 2004 |
|---|---|---|---|---|
| U.S. federal | $ 155,400 | $ 105,200 | $ 466,200 | $ 315,600 |
| State | 37,505 | 76,137 | 156,999 | 156,737 |
| Foreign | 288,111 | 782,724 | 1,065,494 | 1,135,195 |
| | $ 481,016 | $ 964,061 | $ 1,688,693 | $ 1,607,532 |

The Company has accumulated net operating losses (NOLs). Due to the uncertainty surrounding the realization of the NOLs, the Company has placed a valuation allowance on its deferred tax assets. Income tax expense for the three- and nine-month periods ended September 30, 2005 and 2004 resulted primarily from non-U.S.-based earnings, state income taxes and deferred income taxes arising from the amortization of goodwill for income tax purposes.

## (13) Related Party Transactions

The Company, through its Shaanxi subsidiary, advanced $416,000 to the principal minority shareholder of Shaanxi, who is also a current officer. The advance is repayable, at the Company s option, in cash or by the contribution to Shaanxi of 100% of the stock in a newly opened Taiwan logistics company currently owned by that individual. The Company has a note payable outstanding to this minority shareholder amounting to $1,897,539 in connection with the acquisition of Shaanxi as discussed in Note 5.

## (14) Segment Information

SFAS No. 131, Disclosures About Segments of an Enterprise and Related Information, established standards for reporting information about operating segments in financial statements. Operating segments are defined as components of an enterprise engaging in business activities about which separate financial information is available that is evaluated regularly by the chief operating decision maker or group in deciding how to allocate resources and in assessing performance. The Company identifies operating segments based on the principal service provided by the business unit. Each segment has a separate management structure. The accounting policies of the reportable segments are the same as described in our Annual Report on Form 10-K for the year ended December 31, 2004. Segment information, in which corporate expenses have been fully allocated to the operating segments, is as follows (in thousands):

| | Three months ended September 30, 2005 | | | |
|---|---|---|---|---|
| | Domestic Services | International Services | Corporate | Total |
| Revenue from external customers | $29,672 | $81,640 | $ | $111,312 |
| Intersegment revenue | 100 | 55 | | 155 |
| Segment operating income | 1,036 | 1,349 | | 2,385 |

| | Three months ended September 30, 2004 | | | |
|---|---|---|---|---|
| | Domestic Services | International Services | Corporate | Total |

| | | | | |
|---|---|---|---|---|
| Revenue from external customers | $37,822 | $71,889 | $ | $109,711 |
| Intersegment revenue | 4 | 123 | | 127 |
| Segment operating income (loss) | (823) | 2,648 | | 1,825 |

| | Nine months ended September 30, 2005 | | | |
|---|---|---|---|---|
| | **Domestic Services** | **International Services** | **Corporate** | **Total** |
| Revenue from external customers | $91,608 | $209,720 | $ | $301,328 |
| Intersegment revenue | 175 | 162 | | 337 |
| Segment operating income (loss) | (4,862) | 2,170 | | (2,694) |
| Segment assets | 40,177 | 90,614 | 5,891 | 136,682 |
| Segment goodwill | 19,731 | 20,849 | | 40,580 |

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| | Nine months ended September 30, 2004 | | | |
|---|---|---|---|---|
| | Domestic Services | International Services | Corporate | Total |
| Revenue from external customers | $105,685 | $150,720 | $ | $256,405 |
| Intersegment revenue | 14 | 217 | | 231 |
| Segment operating income (loss) | (4,816) | 3,973 | | (844) |
| Segment assets | 43,642 | 68,941 | 12,086 | 124,669 |
| Segment goodwill | 19,641 | 14,823 | | 34,464 |

The revenue in the table below is allocated to geographic areas based upon the location of the customer (in thousands):

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2005 | 2004 | 2005 | 2004 |
| Total revenue: | | | | |
| United States | $ 57,930 | $ 70,285 | $ 170,974 | $ 178,281 |
| Asia | 49,239 | 35,815 | 118,331 | 65,761 |
| North America (excluding the United States) | 97 | 190 | 350 | 1,128 |
| Europe | 2,020 | 2,051 | 5,686 | 5,900 |
| South America | 1,236 | 807 | 4,149 | 2,697 |
| Other | 790 | 563 | 1,838 | 2,638 |
| Total | $ 111,312 | $ 109,711 | $ 301,328 | $ 256,405 |

The following table presents long-lived assets by geographic area (in thousands):

| | September 30, | |
|---|---|---|
| | 2005 | 2004 |
| United States | $ 5,965 | $ 10,106 |
| Asia | 771 | 663 |
| South America | 112 | 114 |
| Europe | 14 | |
| Total long-lived assets | $ 6,862 | $ 10,883 |

Cash held with foreign banks amounted to $5,607,000 at September 30, 2005.

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## Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

### Cautionary Statement For Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, regarding future results, levels of activity, events, trends or plans. We have based these forward-looking statements on our current expectations and projections about such future results, levels of activity, events, trends or plans. These forward-looking statements are not guarantees and are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, events, trends or plans to be materially different from any future results, levels of activity, events, trends or plans expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as may, will, should, could, would, expect, plan, anticipate, believe, estimate, continue, or the negative of similar expressions. While it is impossible to identify all of the factors that may cause our actual results, levels of activity, events, trends or plans to differ materially from those set forth in such forward-looking statements, such factors include the inherent risks associated with: (i) our ability to sustain an annual growth rate in revenue consistent with recent results, (ii) our ability to achieve our targeted operating margins, (iii) our ability to realize the planned benefits from our restructuring efforts, (iv) our dependence on certain large customers, (v) our dependence upon certain key personnel, (vi) an unexpected adverse result in any legal proceeding, (vii) competition in the freight forwarding, logistics and supply chain management industry, (viii) the impact of current and future laws affecting the Company s operations, (ix) adverse changes in general economic conditions as well as economic conditions affecting the specific industries and customers we serve, (x) regional disruptions in transportation, and (xi) other factors which are or may be identified from time to time in our Securities and Exchange Commission filings and other public announcements. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date made. We undertake no obligation to publicly release the result of any revision of these forward-looking statements to reflect events or circumstances after the date they are made or to reflect the occurrence of unanticipated events.

### OVERVIEW

We are a non-asset-based third-party logistics services company providing supply chain solutions on a global basis. We offer a full range of time and date certain transportation and distribution solutions through our Domestic Services platform where we manage and arrange the movement of raw materials, supplies, components and finished goods for our customers. These services are offered through our domestic air and ground freight forwarding business. We offer a full range of international logistics services including international air and ocean transportation as well as customs house brokerage services through our International Services platform. In addition to these core service offerings, we also provide a broad range of supply chain management services, including warehousing, order fulfillment and inventory control solutions. We serve a customer base of manufacturers, distributors and national retail chains through a network of offices in 21 major metropolitan areas in North America, one in Puerto Rico, 17 locations in Asia, six locations in Brazil and one location in Europe, as well as through an extensive network of independent carriers and service partners strategically located around the world.

As a non-asset-based provider of third-party logistics services, we seek to limit our investment in equipment, facilities and working capital through contracts and preferred provider arrangements with various transportation providers who generally provide us with favorable rates, minimum service levels, capacity assurances and priority handling status. The dollar volume of our purchased transportation services enables us to negotiate attractive pricing with our transportation providers.

Although our strategic objective is to build a leading global logistics services organization that integrates established operating businesses and innovative technologies, we identified a need to restructure certain of our businesses commencing in the fourth quarter of 2004. This restructuring involves the integration of duplicate facilities, abandonment of a major facility, rationalization of personnel and systems and certain other actions. We have eliminated seven offices and reduced our labor costs in our domestic and corporate units by $0.9 million per month from the level immediately preceding the restructuring effort. Our restructuring efforts have resulted in a reduction of U.S. based personnel from 758 in September 2004 to 614 personnel in September 2005. The completion of this restructuring of our operations has permitted us to eliminate an inefficient domestic operating system. We have since replaced this system with a new domestic transportation operating system. Our new system has been installed and is in current use by two out of our three major domestic businesses. The implementation at our third facility is estimated to be completed during the first quarter of 2006.

Our prior domestic credit facility prohibited further acquisitions (see Note 8 to our consolidated financial statements). We have replaced that facility with a new domestic credit facility that will permit further acquisitions with the lender s consent. Notwithstanding this condition in our domestic credit facility, we remain committed to our acquisition strategy. We plan to achieve this objective by broadening our network through a combination of acquisitions that allow us to take advantage of efficiencies (assuming we are allowed to continue our acquisition strategy) and the expansion of our existing base of operations.

In addition to the need for our lender s consent, our ability to make further acquisitions will depend upon our ability to identify and acquire target businesses that fit within our general acquisition criteria and the continued availability of capital and financing resources sufficient to complete these acquisitions and fund earn-out payments for previous acquisitions. Our growth strategy depends upon a number of factors, including our ability to efficiently integrate the businesses of the companies we acquire, generate the anticipated synergies from their integration, and maintain the historic sales growth of the acquired businesses so as to generate continued growth of our existing operations.

Our principal source of income is derived from freight forwarding services. As a freight forwarder, we arrange for the shipment of our customers freight from point of origin to point of destination. Generally, we quote our customers a turnkey cost for the movement of their freight. Our price quote will often depend upon the customer s time and date certain needs (same day or later as scheduled), special handling needs (heavy equipment, delicate items, environmentally sensitive goods, electronic components, etc.) and the means of transport (truck, air, ocean or rail). In turn, we assume the responsibility for arranging and paying for the underlying means of transportation.

We also provide a range of other services including customs brokerage, warehousing and other logistics services which include customized distribution and inventory control services and fulfillment services.

Gross revenue represents the total dollar value of services we sell to our customers. Our cost of transportation includes direct costs of transportation, including motor carrier, air, ocean and rail services. We act principally as the service provider to add value in the execution and procurement of these services to our customers. Our net transportation revenue (gross transportation revenue less the direct cost of transportation) is the primary indicator of our ability to source, consolidate, add value and resell services provided by third parties, and is considered by management to be a key performance measure. Management believes that net revenue is also an important measure of economic performance. Net revenue includes transportation revenue and our fee-based activities, after giving effect to the cost of purchased transportation. In addition, management believes measuring operating costs as a function of net revenue provides a useful metric as our ability to control costs as a function of net revenue directly impacts operating earnings. With respect to our services other than freight transportation, net revenue is identical to gross revenue as the principal costs for these services are payroll and facility costs.

Our operating results have been affected by our acquisitions. Since all acquisitions are made using the purchase method of accounting for business combinations, our consolidated financial statements will only include the results of operations and cash flows of acquired companies for periods subsequent to the date of acquisition. Starting in the second half of 2003, we began a program to establish an offshore network of owned offices with an initial focus in Asia. To help facilitate the consolidation, analysis and public reporting process, our offshore operations are included within our consolidated results on a one-month lag, or more specifically, our calendar year results will include results from offshore operations for the period December 1 though November 30.

Our GAAP based net income will also be affected by non-cash charges relating to the amortization of customer related intangible assets and other intangible assets arising from our completed acquisitions. Under applicable accounting standards, purchasers are required to allocate the total consideration in a business combination to the identified assets acquired and liabilities assumed based on their fair values at the time of acquisition. The excess of the consideration paid over the fair value of the identifiable net assets acquired is to be allocated to goodwill, which is tested at least annually for impairment. Applicable accounting standards require the Company to separately account for and value certain identifiable intangible assets based on the unique facts and circumstances of each acquisition. As a result of the Company s acquisition strategy, our net income (loss) will include material non-cash charges relating to the amortization of customer related intangible assets and other intangible assets acquired in our acquisitions.

A significant portion of our revenue is derived from our international operations, and the growth of those operations is an important part of our business strategy. Our current international operations are focused on the shipment of goods into and out of the United States and are dependent on the volume of international trade with the United States. Our strategic plan contemplates the growth of those operations, as well as the expansion into the transportation of goods wholly outside of the United States.

Our operating results are also subject to seasonal trends when measured on a quarterly basis. Our first and second quarters are likely to be weaker as compared with our other fiscal quarters, which we believe is consistent with the operating results of other supply chain service providers. This trend is dependent on numerous factors, including the markets in which we operate, holiday seasons, consumer demand and economic conditions. Since our revenue is largely derived from customers whose shipments are dependent upon consumer demand and just-in-time production schedules, the timing of our revenue is often beyond our control. Factors such as shifting demand for retail goods and/or manufacturing production delays could unexpectedly affect the timing of our revenue. As we increase the scale of our operations, seasonal trends in one area may be offset to an extent by opposite trends in another area. We cannot accurately predict the timing of these factors, nor can we accurately estimate the impact of any particular factor, and thus we can give no assurance that historical seasonal patterns will continue in future periods.

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## CRITICAL ACCOUNTING POLICIES

Our accounting policies, which are in compliance with accounting principles generally accepted in the United States, require us to apply methodologies, estimates and judgments that have a significant impact on the results we report in our financial statements. In our Annual Report on Form 10-K for the year ended December 31, 2004 we have discussed those policies that we believe are critical and require the use of complex judgment in their application. Since December 31, 2004, there have been no material changes to our critical accounting policies.

## RESTATEMENT

Subsequent to the preparation and filing of our quarterly report on Form 10-Q for the period ended September 30, 2005 we became aware of errors in accounting regarding our new domestic credit facility which was entered into in August 2005. The errors were a result of the discovery and application of authoritative pronouncements regarding the balance sheet classification of outstanding borrowings under the facility and conversion features embedded in the agreements. See Note 2 to our consolidated financial statements for the period ended September 30, 2005 for a discussion of the effects of this restatement.

## RESULTS OF OPERATIONS

*Quarter ended September 30, 2005 compared to quarter ended September30, 2004*

The following table summarizes our total revenue, net transportation revenue and other revenue (in thousands):

| | Quarter ended September 30, | | Change | |
|---|---|---|---|---|
| | **2005** | **2004** | **Amount** | **Percentage** |
| Total revenue | $ 111,312 | $ 109,711 | $ 1,601 | 1.5% |
| Transportation revenue | $ 105,380 | $ 103,999 | 1,381 | 1.3 |
| Cost of transportation | 87,971 | 84,638 | 3,333 | 3.9 |
| Net transportation revenue | 17,409 | 19,361 | (1,952) | (10.1) |
| *Net transportation margin* | *16.5%* | *18.6%* | | |
| Customs brokerage | 1,889 | 1,683 | 206 | 12.2 |
| Warehousing and other value added services | 4,042 | 4,029 | 13 | 0.3 |
| Total net revenue | $ 23,340 | $ 25,073 | $ (1,733) | (6.9)% |
| *Net revenue margin* | *21.0%* | *22.9%* | | |

Total revenue was $111.3 million in the third quarter of 2005, an increase of 1.5% or $1.6 million over total revenue of $109.7 million in the third quarter of 2004. There were no domestic or international acquisitions in 2005 or 2004 affecting the quarterly comparability of year over year results. The Domestic Services platform recorded $29.7 million in total revenue for the third quarter of 2005, a decline of $8.2 million or 21.7% compared to $37.9 million recorded in the same period of 2004. The decline in Domestic Services total revenue was due to lower automotive related business caused by the difficult economic conditions of domestic automobile manufacturers and reduced volume from a major customer. The decline in revenue from this major customer, which was approximately $7.2 million less in the third quarter of 2005 than was recorded in the third quarter of 2004, resulted from the customer selling a line of business we serviced and realigning a distribution program to an in-house operation. The International Services platform recognized $81.6 million in total revenue for the third quarter of 2005, a year over year improvement of $9.8 million or 13.7%. International Services experienced a strong revenue increase in its Asia businesses, which offset a decline of $2.4 million in its U.S. recorded international revenues during the third quarter. The revenue increase in the third quarter was achieved despite a labor strike at the primary carrier that services our China operations and resulted in certain volumes being diverted to other freight forwarders. Growth is attributable to increases in volume from existing customers and development of new customer relationships.

Net transportation revenue was $17.4 million in the third quarter of 2005, a decrease of 10.1% compared to net transportation revenue of $19.4 million in the third quarter of 2004. The Domestic Services platform recorded $8.0 million in net transportation revenue for the third quarter of 2005, a decrease of $0.9 million or 9.9% over the same prior year period. The International Services platform recognized $9.4 million in net transportation revenue for the third quarter of 2005, a year over year decline of $1.1 million or 10.3%. We estimate this negative impact of the strike on our net transportation revenue to be $750,000 in the third quarter of 2005.

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Net transportation margins decreased to 16.5% for the third quarter of 2005 from 18.6% for the third quarter of 2004. For the third quarter of 2005, net transportation margins for the Domestic Services platform increased to 30.6% from 25.8% in the same period in 2004. Domestic margins were favorably impacted by price increases implemented during the first nine months of 2005 and reductions of less profitable business. For the International Services platform, net transportation margins declined to 11.8% in the third quarter of 2005 from 15.0% in the same period in 2004. The decline in International Services margin was attributable to several factors, including higher costs resulting from a labor strike at an airline that provides significant lift capacity for our Asia export business. While we continued to service business through the time of the strike, we were forced to pay higher airline rates which could not be fully recovered from our customers. Further, our margins on new and existing business tend to be lower due to competitive pricing pressures.

Net revenue was $23.3 million in the third quarter of 2005, a decrease of 6.9% over net revenue of $25.1 million in the third quarter of 2005. The Domestic Services platform delivered $11.3 million in net revenue for the third quarter of 2005, a 7.3% decline compared to the $12.3 million in net revenue recorded in the third quarter of 2004. The International Services platform delivered $12.0 million in net revenue for the third quarter of 2005, a year over year decline of $0.8 million or 6.5%.

Net revenue margins decreased to 21.0% for the third quarter of 2005 compared to 22.9% for the same prior year period. Net revenue margins for Domestic Services improved to 38.3% from 32.3%. For the International Services platform, net transportation margins declined to 14.7% from 17.9%.

The following table compares certain consolidated statement of operations data as a percentage of our net revenue (in thousands):

| | Quarter ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2005 | | 2004 | | Change | |
| | Amount Restated | Percent | Amount Restated | Percent | Amount | Percent |
| Net revenue | $ 23,340 | 100.0% | $ 25,073 | 100.0% | $ (1,733) | (6.9)% |
| Personnel costs | 11,805 | 50.6 | 13,600 | 54.3 | (1,795) | (13.2) |
| Other selling, general and administrative costs | 7,986 | 34.2 | 8,608 | 34.3 | (622) | (7.2) |
| Depreciation and amortization | 1,164 | 5.0 | 1,040 | 4.1 | 124 | 11.9 |
| Total operating costs | 20,955 | 89.8 | 23,248 | 92.7 | (2,293) | (9.9) |
| Income from operations | 2,385 | 10.2 | 1,825 | 7.3 | (560) | (30.7) |
| Loan refinancing costs | (912) | (3.9) | | | (912) | NM |
| Interest expense, net | (953) | (4.1) | | | (953) | NM |
| Change in fair value of financial instruments | (741) | (3.2) | | | (741) | NM |
| Other income (expense), net | (3) | | (209) | (0.9) | (206) | (98.1) |
| Income from continuing operations before income tax expense and minority interest | (224) | (1) | 1,616 | 6.4 | (1,840) | (114) |

| | | | | | | |
|---|---|---|---|---|---|---|
| Income tax expense | 481 | 2.1 | 964 | 3.8 | (483) | (50.1) |
| Income from continuing operations before minority interest | (705) | (3) | 652 | 2.6 | (1,357) | NM |
| Minority interest | 297 | 1.3 | 546 | 2.2 | (249) | (45.8) |
| Income (loss) from continuing operations | (1,002) | (4.3) | 106 | 0.4 | (1,108) | NM |
| Loss from discontinued operations, net of tax | | | (50) | (0.2) | 50 | NM |
| Net income (loss) | $ (1,002) | (4.3) | $ 56 | 0.2% | $ (1,058) | NM |

Personnel costs were $11.8 million for the third quarter of 2005, a decrease of 13.2% from $13.6 million recorded in the third quarter of 2004. The decrease in personnel costs is attributable to lower U.S. personnel costs and lower temporary labor requirements to support Domestic Services business. This decrease was offset by additional costs incurred to support new International Services business. Personnel costs as a percentage of net revenue decreased to 50.6% in the third quarter of 2005 from 54.3% in the third quarter of 2004. Compared to September 30, 2004, headcount decreased by 5.0% or 59 employees to a total of 1,119. Headcount has also decreased 4.3% or 50 employees since December 31, 2004. We have been aggressively rationalizing our U.S. operations, including our employment level, as part of our previously announced restructuring program.

Other selling, general and administrative costs were $8.0 million for the third quarter of 2005, a decrease of 7.2% compared to $8.6 million recorded in the third quarter of 2004. This decrease is primarily due to lower facilities, equipment, and continued management focus on lowering costs to improve profitability. As a percentage of net revenue, other selling, general and administrative costs decreased to 34.2% in the third quarter of 2005 from 34.3% in the third quarter of 2004.

Depreciation and amortization was $1.2 million in the third quarter of 2005, compared to $1.0 million recorded in the third quarter of 2004. Higher depreciation levels are primarily due to increases in technology related capital expenditures for information systems placed in service since the fourth quarter of 2004. Depreciation and amortization as a percentage of net revenue increased to 5.0% in the third quarter of 2005 from 4.1% in the third quarter of 2004.

As a result of the matters above, income from operations was $2.4 million in the third quarter of 2005, as compared to income of $1.8 million in the third quarter of 2004. While sequential improvement has taken place in operating performance since the first quarter of 2005 and the same period a year ago, we are continuing to pursue opportunities to grow the business, improve net revenue margins and lower costs.

In connection with refinancing our U.S. revolving credit facility in the third quarter of 2005, we incurred a charge of $0.9 million, reflecting payment of a prepayment fee and adjustments to previously deferred loan issue costs. Further, we recorded a charge of $0.7 million in the three months ended September 30, 2005 for the change in fair value of our derivative instruments. The new agreement, which was entered into on August 31, 2005, contains certain debt conversion and warrant features that require the features to be accounted for as derivatives. The accounting for derivatives requires that they be recorded as liabilities and stated at fair value on the consolidated balance sheet with subsequent changes in fair value reflected in the consolidated statement of operations. The change in fair value is computed utilizing the Black-Scholes option pricing model, which incorporates, among other factors, changes in our stock price. Since our stock price is volatile, the change in fair value of our derivatives can fluctuate significantly over reporting periods.

Interest expense, net for the third quarter of 2005 was $1 million compared to $0.2 million in the third quarter of 2004. The increase in expense was due to higher average borrowings in the U.S. and Asia used to fund operating and investing activities coupled with higher average interest rates contained in the revolving credit agreements we had in place during the quarter. Average borrowing levels were affected by our Asia borrowings, which did not exist in the prior year.

Income tax expense for the third quarter of 2005 was $0.5 million compared to $1.0 million in the third quarter of 2004. A portion of our tax expense is associated with earnings from our overseas operations. The foreign income tax provision decreased to $0.3 million in the third quarter of 2005 compared to $0.8 million in the third quarter of 2005 due to lower non U.S. based earnings. The balance is due to state income taxes and deferred income taxes resulting from the amortization of goodwill for income tax purposes. We have accumulated U.S. federal net operating losses and had carryforwards of approximately $47.0 million as of December 31, 2004 which will expire beginning 2018 through 2024.

Net loss was $1.0 million in the third quarter of 2005, compared to a net income of $56,000 in the third quarter of 2004. Basic and diluted loss per common share was $0.02 in the third quarter of 2005 compared to zero loss per share in the third quarter of 2004.

**RESULTS OF OPERATIONS**

*Nine months ended September 30, 2005 compared to nine months ended September 30, 2004*

The following table summarizes our total revenue, net transportation revenue and other revenue (in thousands):

| | Nine months ended September 30, 2005 | Nine months ended September 30, 2004 | Change Amount | Change Percentage |
|---|---|---|---|---|
| Total revenue | $ 301,328 | $ 256,405 | $ 44,923 | 17.5% |
| Transportation revenue | $ 282,787 | $ 239,633 | 43,154 | 18.0 |
| Cost of transportation | 235,452 | 195,516 | 39,936 | 20.4 |

| | | | | |
|---|---|---|---|---|
| Net transportation revenue | 47,335 | 44,117 | 3,218 | 7.3 |
| *Net transportation margin* | *16.7%* | *18.4%* | | |
| Customs brokerage | 6,067 | 6,784 | (717) | (10.6) |
| Warehousing and other value added services | 12,475 | 9,988 | 2,487 | 24.9 |
| Total net revenue | $ 65,877 | $ 60,889 | $ 4,988 | 8.2% |
| *Net revenue margin* | *21.9%* | *23.7%* | | |

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Total revenue was $301.3 million in the first nine months of 2005, an increase of 17.5% over total revenue of $256.4 million in the first nine months of 2004. $46.6 million of growth in total revenue was primarily attributable to acquisitions made in China and South America in the first quarter of 2004, with same store revenues declining $1.7 million. The Domestic Services segment recorded $91.6 million in total revenue for the first nine months of 2005, a decline of 13.3% compared to $105.7 million in same period in 2004. There were no domestic acquisitions in 2005 or 2004 affecting the comparability of this segment s results. The decline in Domestic Services total revenue was due to lower automotive related business caused by the difficult economic conditions of domestic automobile manufacturers and reduced volume from a major customer. The decline in revenue from this major customer, which was approximately $13.9 million less in the first nine months of 2005 than was recorded in the same period of 2004, resulted from the customer selling a line of business we serviced and realigning a distribution program to an in-house operation. The International Services segment recognized $209.7 million in total revenue for the first nine months of 2005, a year over year improvement of $59.0 million or 39.2%, with $12.4 million of the increase coming from same store growth and the remaining $46.6 million improvement attributed to our acquisitions.

Net transportation revenue was $47.3 million in the first nine months of 2005, an increase of 7.3% over net transportation revenue of $44.1 million in the first nine months of 2004. $1.1 million, or 32.8% of the increase in net transportation revenue, was attributable to same store growth with $2.1 million, or 67.2% of the increase, attributable to acquisitions. The Domestic Services segment recorded $22.9 million in net transportation revenue for the first nine months of 2005, a decline of 3.9% when compared to $23.8 million recorded in the first nine months of 2004. The International Services segment recognized $24.4 million in net transportation revenue for the first nine months of 2005, a year over year improvement of $4.2 million or 20.5%, with $2.0 million of the increase resulting from same store growth and the remaining $2.2 million improvement attributed to acquisitions. Net transportation revenue was negatively impacted by a labor strike in China that resulted in higher transport cost to provide alternative lift capacity and diversion of customer volumes to other forwarders. We estimate the impact on net transportation revenue was $750,000 in the third quarter of 2005.

Net transportation margins decreased to 16.7% for the first nine months of 2005 from 18.4% for the same period in 2004. For the first nine months of 2005, net transportation margins for the Domestic Services segment improved to 28.2% from 24.6% in the same period a year ago. Domestic margins were favorably impacted by price increases implemented during the first nine months of 2005 on certain significant customer relationships and reductions in less profitable business. For the International Services segment, net transportation margins declined to 12.1% from 14.2% driven primarily by the mix of lower margin business acquired with the Shaanxi transaction, higher transport costs in the third quarter of 2005 resulting from an airline labor strike in China, coupled with competitive pressures which have lowered margins on existing and new business.

Net revenue was $65.9 million in the first nine months of 2005, an increase of 8.2% over net revenue of $60.9 million in the first nine months of 2004. $2.9 million, or 57.9% of the increase in net revenue, was attributable to same store growth, with $2.1 million, or 42.1% of the increase, attributable to acquisitions. The Domestic Services segment delivered $33.3 million in net revenue for the first nine months of 2005, a 2.5% increase over the $32.5 million in net revenue recorded in the first nine months of 2004. The International Services segment recorded $32.6 million in net revenue for the first nine months of 2005, a year over year improvement of $4.2 million or 15.2%, with $2.1 million of the increase resulting from same store growth and the remaining $2.1 million improvement attributed to acquisitions.

Net revenue margins decreased to 21.9% for the first nine months of 2005 compared to 23.7% for the same prior in the year period. Net revenue margins for Domestic Services improved to 36.3% from 30.7%. The International Services segment net transportation margins declined to 15.5% from 18.8%.

The following table compares certain consolidated statement of operations data as a percentage of our net revenue (in thousands):

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| | Nine months ended September 30, 2005 | | 2004 | | Change | |
|---|---|---|---|---|---|---|
| | Amount Restated | Percent | Amount | Percent | Amount | Percent |
| Net revenue | $ 65,877 | 100.0% | $ 60,889 | 100.0% | $ 4,988 | 8.2% |
| Personnel costs | 35,395 | 53.7 | 36,629 | 60.2 | (1,234) | (3.4) |
| Other selling, general and administrative costs | 26,267 | 39.9 | 22,080 | 36.3 | 4,187 | 19.0 |
| Depreciation and amortization | 3,461 | 5.3 | 3,024 | 4.9 | 437 | 14.5 |
| Restructuring charges | 3,448 | 5.2 | | | 3,448 | NM |
| Total operating costs | 68,571 | 104.1 | 61,733 | 101.4 | 6,838 | 11.1 |
| Loss from operations | (2,694) | (4.1) | (844) | (1.4) | (1,850) | (219.2) |
| Loan refinancing costs | (912) | (1.4) | | | (912) | NM |
| Change in fair value of derivatives | (741) | (1.1) | | | (741) | NM |
| Provision for excess earn-out payments | | | (3,075) | (5.1) | 3,075 | NM |
| Other income (expense), net | (2,010) | (3.1) | (339) | (0.5) | (1,671) | (492.9) |
| Loss from continuing operations before income tax expense and minority interest | (6,357) | (9.7) | (4,258) | (7.0) | (2,099) | (49.3) |
| Income tax expense | 1,689 | (2.6) | 1,607 | 2.6 | 82 | 5.1 |
| Loss from continuing operations before minority interest | (8,046) | (12.3) | (5,865) | (9.6) | (2,181) | (37.2) |
| Minority interest | 902 | 1.4 | 1,098 | 1.8 | 196 | (17.9) |
| Loss from continuing operations | (8,948) | (13.7) | (6,963) | (11.4) | (1,985) | (28.5) |
| Loss from discontinued operations | | | (50) | (0.1) | 50 | NM |
| Net loss | $ (8,948) | (13.7)% | $ (7,013) | (11.5)% | $ (1,935) | (27.6)% |

Personnel costs were $35.4 million for the first nine months of 2005, a decrease of 3.4% compared to $36.6 million recorded in the first nine months of 2004. $1.5 million of incremental personnel costs were attributable to costs assumed as part of our acquisition program with the remaining decline of $2.7 million attributable to restructuring efforts afforded our U.S. operations and lower volumes in our Domestic Services platform. Personnel costs as a percentage of net revenue decreased to 53.7% in the first nine months of 2005 from 60.2% in the first nine months of 2004. Compared to September 30, 2004, headcount decreased by 5.0% or 59 employees to a total of 1,119. Headcount has also decreased 4.3% or 50 employees since December 31, 2004. We have been aggressively rationalizing our U.S. operations, including our employment level, as part of our previously announced restructuring program.

Other selling, general and administrative costs were $26.3 million for the first nine months of 2005, an increase of 19.0% over $22.1 million for the same period of 2004. $1.2 million of the increase is attributable to incremental costs assumed as part of our acquisition program with the remaining $3.0 million attributable to increased costs of the base business. Negatively impacting this category of expense were approximately $1.0 million in higher legal, technology and Sarbanes-Oxley and audit related expenses incurred in the first quarter of 2005. As a percentage of net revenue, other selling, general and administrative costs increased to 39.9% in the first nine months of 2005 from 36.3% in the first nine months of 2004.

Depreciation and amortization was $3.5 million in the first nine months of 2005, an increase of 14.5% over $3.0 million in the first nine months of 2004. Depreciation and amortization as a percentage of net revenue increased to 5.3% in the first nine months of 2005 from 4.9% in the same period of 2004. The increase in this category of expense is due to higher depreciation from technology and equipment assets acquired since the first quarter of 2004.

As part of our restructuring initiative announced in January 2005 we have rationalized the number of facilities in which we operate and the level of employment in the U.S. We had completed the majority of this initiative as of the end of the second quarter of 2005 but continue to pursue opportunities to reduce costs while maintaining a high level of service to our customers. Restructuring charges recorded in the first nine months of 2005 due to this initiative were $3.4 million. We do not anticipate incurring additional restructuring charges during the balance of 2005.

In connection with refinancing our U.S. revolving credit facility in the third quarter of 2005, we incurred a charge of $0.9 million, reflecting payment of a prepayment fee and adjustments to previously deferred loan issue costs. Further, we recorded a charge of $0.7 million in the three months ended September 30, 2005 for the change in fair value of our derivative instruments. The new agreement, which was entered into on August 31, 2005, contains certain debt conversion and warrant features that require the features to be accounted for as derivatives. The accounting for derivatives requires that they be recorded as liabilities and stated at fair value on the consolidated balance sheet with subsequent changes in fair value reflected in the consolidated statement of operations. The change in fair value is computed utilizing the Black-Scholes option pricing model, which incorporates, among other factors, changes in our stock price. Since our stock price is volatile, the change in fair value of our derivatives can fluctuate significantly over reporting periods.

The provision for excess earn-out payments recorded in the first quarter of 2004 represented a valuation adjustment for amounts paid to former shareholders of acquired companies that, as a result of the restatement of our financial performance for 2003, was in excess of the amount that would have been paid out based upon the restated financial results for 2003. Due to differing interpretations between the Company and the selling shareholders of the earn-out provisions of the purchase agreements, we determined that the resulting receivable from the former shareholders should be fully reserved. If in the future, excess amounts paid are recovered, those proceeds would be reflected as other income in our consolidated statement of operations.

Other income (expense) principally consists of interest expense. Interest expense for the first nine months of 2005 was \$2.2 million compared to \$0.3 million in the comparable period of 2004. The increase in expense was due to higher average borrowings in the U.S. and Asia used to fund operating and investing activities coupled with higher interest rates contained in our revolving credit agreements we had in place for the majority of 2005. Average borrowings were also affected by our Asia borrowings, which did not exist in the prior year.

Income tax expense for the first nine months of 2005 was \$1.7 million compared to \$1.6 million in the first nine months of 2004. A portion of our tax expense is associated with earnings from our overseas operations. The foreign income tax provision amounted to \$1.1 million or 63.1% of the consolidated income tax provision. The balance is due to state income taxes and deferred income taxes resulting from the amortization of goodwill for income tax purposes. We have accumulated U.S. federal net operating losses and had carryforwards of approximately \$47.0 million as of December 31, 2004.

Net loss was \$8.9 million in the first nine months of 2005, compared to a net loss of \$7.0 million in the first nine months of 2004. Basic loss per common share was \$0.21 for the first nine months of 2005 compared to a basic net loss of \$0.17 per common share for the same period in 2004.

## FINANCIAL OUTLOOK

We anticipate our gross revenues will be in excess of \$400 million in 2005, which is consistent with amounts mentioned previously in public announcements. While we were pleased with the sequential improvement in our second and third quarter operating performance in comparison to the first quarter of 2005, we continue to look for opportunities to grow the business, improve net revenue margins and reduce costs while maintaining a high level of service to our customers.

## LIQUIDITY AND CAPITAL RESOURCES

As we approach the next stage of our development, we need to augment our capital structure by obtaining additional capital from other sources to provide enhanced flexibility. Additional forms of capital could take the form of subordinated debt, convertible preferred stock and/or common stock, among others. Such enhancements to our capital structure would permit continued expansion. There is no assurance we can raise additional capital to implement our business strategy or to meet our existing obligations.

Cash and cash equivalents totaled \$5.4 million and \$2.8 million as of September 30, 2005 and December 31, 2004, respectively. Working capital was \$(5.2) million at September 30, 2005 compared to \$0.3 million at December 31, 2004. The decrease in working capital was primarily due to a change in classification of borrowings under our credit agreements and higher restructuring cost obligations.

Net cash provided by operating activities was \$2.1 million for the first nine months of 2005 compared to cash used of \$5.9 million in the comparable period of 2004. The change was driven principally by improved receivable collections and increases in current payables.

Net cash used in investing activities during the first nine months of 2005 was \$3.4 million compared to \$14.4 million in the first nine months of 2004. Investing activities in 2005 consisted primarily of \$2.5 million in earn-out payments made in relation to 2004 performance targets, and technology related investments. Investing activities in 2004 were driven principally by cash paid in connection with the Shaanxi acquisition, \$4.1 million spent primarily on the development of a technology platform and approximately \$3.4 million in earn-out payments made in relation to 2003 performance targets.

Net cash provided by financing activities during the first nine months of 2005 was approximately \$3.6 million compared to \$19.4 million in the same period of 2004. Financing activities in 2005 consisted of \$6.0 million in proceeds from our lines of credit, debt issuance cost payments of \$1.1 million and capital lease payments of

$1.3 million. Capital lease payments include a $1.0 million payoff of obligations initially incurred to finance the acquisition of a technology platform. Financing activities in 2004 consisted of $18.1 million in proceeds from our line of credit and $1.8 million from the issuance of common stock upon the exercises of options and warrants, offset by principal payments of $0.6 million on capital leases.

We may receive proceeds in the future from the exercise of outstanding options and warrants. The proceeds ultimately received upon exercise, if any, are dependent on a number of factors, including the trading price of our common stock in relation to the exercise price. As of September 30, 2005, the number of shares issuable upon exercise of our options and warrants were as follows:

| | Number of shares | | Proceeds if exercised |
|---|---|---|---|
| Options outstanding under our stock option plan | 10,413,784 | $ | 16,622,835 |
| Non-plan options | 552,000 | | 920,750 |
| Warrants | 3,249,000 | | 10,712,010 |
| Total | 14,214,784 | $ | 28,255,595 |
| Exercisable | 13,457,283 | $ | 27,681,712 |

On August 31, 2005, the Company and certain of its domestic subsidiaries entered into several agreements with Laurus Master Fund, Ltd. ( Laurus ) providing for, among other things, a new $25.0 million domestic revolving credit facility. The agreements include a Secured Convertible Minimum Borrowing Note, a Secured Revolving Note, a Common Stock Purchase Warrant, a Security Agreement and a Registration Rights Agreement, each dated August 31, 2005. The following is a summary of each of those agreements.

*Secured Convertible Minimum Borrowing Note*

The Secured Convertible Minimum Borrowing Note (the Minimum Borrowing Note ) has a principal amount of $10.0 million and has a three-year maturity. It bears an annual interest rate of prime plus 1.0%, subject to a floor of 5.5%. Amounts due under the Minimum Borrowing Note are convertible into the Company s common stock at a conversion price of $1.08 per share, subject to customary antidilution adjustments. If the Company has registered the resale of the common stock issuable upon conversion of the Minimum Borrowing Note and the Common Stock Purchase Warrant and the market price for the Company s common stock for the last five trading days of any month exceeds $1.08 per share by at least 25%, the interest rate on the Minimum Borrowing Note for the next month will be reduced by 200 basis points for each incremental 25% increase in market price above $1.08. The obligations under the Minimum Borrowing Note are secured by a global security interest in the assets of the Company s domestic subsidiaries, excluding any stock held in a foreign subsidiary.

In the event that the Minimum Borrowing Note has been converted in full into the Company s common stock and there is at least $11.0 million outstanding under the domestic revolving credit facility, a new Minimum Borrowing Note will be issued by the Company. The terms of each such New Minimum Borrowing Note would be the same as the Minimum Borrowing Note it replaces, except for the conversion price, which would be 115% of the average closing price of the Company s common stock for the ten trading days immediately prior to the date such new Minimum Borrowing Note is issued, but in no event greater than 120% of the closing price of the common stock on such date.

In the event that the conversion price of any new Minimum Borrowing Note or Notes would, together with shares of common stock issuable upon exercise of the Common Stock Purchase Agreement, result in more than 8,738,173 shares of the Company s common stock being issuable for a purchase price of less than $0.91 per share, such shares in excess of that amount for that price cannot be obtained upon conversion of the Minimum Borrowing Note unless and until approved by the Company s stockholders.

The Minimum Borrowing Note may be prepaid, subject to a prepayment premium of 23% in the first year, 22% in the second year, and 21% in the third year of the Minimum Borrowing Note. Following the occurrence and during the continuance of an event of default under the Minimum Borrowing Note, the holder of the note may require the repayment of 120% of the outstanding principal amount, in addition to interest and other amounts due under the Minimum Borrowing Note.

*Secured Revolving Note*

The Secured Revolving Note (the Revolving Note ) covers the amount outstanding under the domestic credit facility from time to time which is not represented by the Minimum Borrowing Note. The Revolving Note also has a three-year maturity and bears interest at an annual rate of prime plus 3.5%, subject to a floor of 8.0%. The Revolving

Note is not convertible into any securities and is secured by a global security interest in the assets of the Company s domestic subsidiaries, excluding any stock held in a foreign subsidiary.

The Revolving Note may be prepaid, subject to a prepayment premium of 3% in the first year, 2% in the second year, and 1% in the third year of the Revolving Note. Following the occurrence and during the continuance of an event of default under the Revolving Note, the holder of the note may require the repayment of 120% of the outstanding principal amount, in addition to interest and other amounts due under the Revolving Note.

*Common Stock Purchase Warrant*

The Common Stock Purchase Warrant (the Warrant ) entitles the holder to purchase 2,500,000 shares of the Company s common stock for a period of five years, at an exercise price which varies with the number of shares purchased under the Warrant. The exercise price is $1.13 for the first 900,000 shares purchased, $1.41 for the next 700,000 shares purchased, $4.70 for the next 450,000 shares purchased, and $7.52 for the last 450,000 shares purchased under the Warrant.

*Security Agreement*
The Security Agreement provides the formula for loans to be made under this domestic credit facility and evidenced by the Minimum Borrowing Note and the Revolving Note. It generally provides for an advance rate of 90% of eligible receivables, which advance rate is subject to adjustment and to the establishment of reserves by Laurus. While the Security Agreement does not contain any financial covenants, it does have certain affirmative and negative covenants, including the requirement of Laurus consent for various actions including acquisitions, cash dividends, and mergers. It also provides Laurus with a right of first refusal for additional convertible debt issuances by the Company. Upon the occurrence and during the continuance of an event of default, Laurus may convert the credit facility into a receivables purchase arrangement.
*Registration Rights Agreement*
The Registration Rights Agreement requires the Company to file a registration statement for the resale of the shares of common stock issuable upon conversion of the Minimum Borrowing Note and exercise of the Warrant within 60 days, to have the registration statement effective within 120 days, and to keep the registration statement effective for up to five years. If the Company fails to meet the deadlines for the filing or the effectiveness of the registration statement or, subject to certain black out periods of up to 45 days in any 12 month period, if the registration is unavailable after it becomes effective, the Company is required to pay liquidated damages of approximately $5,000 per day. The Registration Rights Agreement provides for customary indemnification for the Company, Laurus, and each of their affiliates.
The proceeds from this new domestic credit facility were used, in part, to prepay our outstanding indebtedness under our prior domestic credit facility.
*Other*
As of September 30, 2005 we had advances of $17.9 million and we had eligible accounts receivable sufficient to support an additional $2.1 million in borrowings under this new facility.
*Other Debt*
On October 27, 2004, Stonepath Holdings (Hong Kong) Limited ( Asia Holdings ) entered into a term credit facility with Hong Kong League Central Credit Union collateralized by the accounts receivable of the Company s Hong Kong and Singapore operations and an unsecured guarantee from Stonepath Group, Inc. Advances in the aggregate amount of $5.0 million were subsequently made under that facility. On October 26, 2005, Asia Holdings issued 30,000 Preferred Shares to retire $3.0 million of that indebtedness. The Preferred Shares are exchangeable for shares of common stock of Stonepath Group, Inc. at a conversion price of $1.08 per share. $1.0 million of the remaining $2.0 million principal outstanding was repaid on November 4, 2005. The remaining $1.0 million of principal is due on November 4, 2007, and bears interest at an annual rate of 12% and is unsecured. We also issued warrants to the lender entitling the holder to purchase 277,778 shares of our common stock at a price of $1.13 for a period of four years. We determined that the exchange transaction will result in a loss of $0.1 million being recognized in the fourth quarter of 2005 since the net carrying amount of the existing debt was less than the fair value of the preferred shares and new notes issued.
On February 9, 2004 we filed a shelf registration statement with the Securities and Exchange Commission. This registration statement, filed on Form S-3, was declared effective, and permitted us to sell, in one or more public offerings, shares of common stock, preferred stock, or warrants for proceeds of up to an aggregate amount of $50.0 million. Due to the late filing of our Form 10-Q for the three and nine month periods ended September 30, 2004, the Form S-3 is not available for our use at this time.
*Acquisitions*
Below are descriptions of material acquisitions made since 2001 including a breakdown of consideration paid at closing and future potential earn-out payments. We define material acquisitions as those with aggregate potential consideration of $5.0 million or more.
On October 5, 2001, we acquired Air Plus, a group of Minneapolis-based privately held companies that provide a full range of logistics and transportation services. The total value of the transaction was $34.5 million, consisting of cash of $17.5 million paid at closing and a four-year earn-out arrangement of $17.0 million. In the earn-out, we agreed to pay the former Air Plus shareholders installments of $3.0 million in 2003, $5.0 million in 2004, $5.0 million in 2005

and $4.0 million in 2006, with each installment payable in full if Air Plus achieves pre-tax income of $6.0 million in each of the years preceding the year of payment. In the event there is a shortfall in pre-tax income, the earn-out payment will be reduced on a dollar-for-dollar basis to the extent of the shortfall. Shortfalls may be carried over or carried back to the extent that pre-tax income in any other payout year exceeds the $6.0 million level. Based upon restated financial results, the cumulative adjusted earnings for Air Plus from date of acquisition through December 31, 2003 was $8.1 million compared to the previously calculated amount of $12.7 million. As a result, the Company believes that it has paid approximately $3.9 million to selling shareholders in excess of amounts that should have been paid. As a consequence of the restatements, the amounts paid in 2004 and 2003 in excess of earn-out payments due were reclassified from goodwill to advances due from shareholders. At December 31, 2004, the excess earn-out payments related to the 2003 and 2002 results of operations have been fully reserved for because of differing interpretations, by the

Company and the selling shareholders, of the earn-out provisions of the purchase agreement. However, the Company will seek the refund of such excess payments.

On April 4, 2002, we acquired SLIS, a Seattle-based privately held company which provides a full range of international air and ocean logistics services. The transaction was valued at up to $12.0 million, consisting of cash of $5.0 million paid at the closing and up to an additional $7.0 million payable over a five-year earn-out period based upon the future financial performance of SLIS. We agreed to pay the former SLIS shareholders a total of $5.0 million in base earn-out payments payable in installments of $0.8 million in 2003, $1.0 million in 2004 through 2007 and $0.2 million in 2008, with each installment payable in full if SLIS achieves pre-tax income of $2.0 million in each of the years preceding the year of payment (or the pro rata portion thereof in 2002 and 2007). In the event there is a shortfall in pre-tax income, the earn-out payment will be reduced on a pro-rata basis. Shortfalls may be carried over or carried back to the extent that pre-tax income in any other payout year exceeds the $2.0 million level. We also provided the former SLIS shareholders with an additional incentive to generate earnings in excess of the base $2.0 million annual earnings target ( SLIS s tier-two earn-out ). Under SLIS s tier-two earn-out, the former SLIS shareholders are also entitled to receive 40% of the cumulative pre-tax earnings in excess of $10.0 million generated during the five-year earn-out period subject to a maximum additional earn-out opportunity of $2.0 million. SLIS would need to generate cumulative earnings of $15.0 million over the five-year earn-out period to receive the full $7.0 million in contingent earn-out payments. Based upon 2004 performance, the former SLIS shareholders received $1.0 million in April 2005. On a cumulative basis, SLIS has generated $13.5 million in adjusted earnings, providing its former shareholders with a total of $2.8 million in cash earn-out payments and excess earnings of $8.0 million to carryforward and apply to future earnings targets.

On May 30, 2002, we acquired United American, a Detroit-based privately held provider of expedited transportation services. The United American transaction provided us with a new time and date certain service offering focused on the automotive industry. The transaction was valued at up to $16.1 million, consisting of cash of $5.1 million paid at closing and a four-year earn-out arrangement based upon the future financial performance of United American. We agreed to pay the former United American shareholder a total of $5.0 million in base earn-out payments payable in installments of $1.25 million in 2003 through 2006, with each installment payable in full if United American achieves pre-tax income of $2.2 million in each of the years preceding the year of payment. In the event there is a shortfall in pre-tax income, the earn-out payment will be reduced on a dollar-for-dollar basis to the extent of the shortfall. Shortfalls may be carried over or carried back to the extent that pre-tax income in any other payout year exceeds the $2.2 million level. The Company has also provided the former United American shareholder with an additional incentive to generate earnings in excess of the base $2.2 million annual earnings target ( United American s tier-two earn-out ). Under United American s tier-two earn-out, the former United American shareholder is also entitled to receive 50% of the cumulative pre-tax earnings generated by a certain pre-acquisition customer in excess of $8.8 million during the four-year earn-out period subject to a maximum additional earn-out opportunity of $6.0 million. United American would need to generate cumulative earnings of $20.8 million over the four-year earn-out period to receive the full $11.0 million in contingent earn-out payments. Based upon restated financial results, the cumulative adjusted earnings for United American from the date of acquisition through December 31, 2003 was $1.7 million compared to the previously calculated amount of $2.4 million. The Company believes that it has paid approximately $0.5 million to the selling shareholder in excess of amounts due. As a consequence of the restatements, the amounts paid in 2004 and 2003 in excess of earn-out payments due were reclassified from goodwill to advances due from shareholders. At December 31, 2004, the excess earn-out payment related to the 2003 and 2002 results of operations have been fully reserved for because of differing interpretations, by the Company and the selling shareholder, of the earn-out provisions of the purchase agreement. However, the Company will seek the refund of such excess payment.

On June 20, 2003, through our indirect wholly-owned subsidiary, Stonepath Logistics Government Services, Inc. (f/k/a TSI) we acquired the business of Regroup, a Virginia limited liability company. The Regroup transaction enhanced our presence in the Washington, D.C. market and provided a platform to focus on the logistics needs of U.S. government agencies and contractors. The transaction was valued at up to $27.2 million, consisting of cash of $3.7 million and $1.0 million of Company stock paid at closing, and a five-year earn-out arrangement. The Company agreed to pay the members of Regroup a total of $10.0 million in base earn-out payments payable in equal installments of $2.5 million in 2005 through 2008, if Regroup achieves pre-tax income of $3.5 million in each of the years preceding the year of payment. In the event there is a shortfall in pre-tax income, the earn-out payment will be reduced on a dollar-for-dollar basis. Shortfalls may be carried over or carried back to the extent that pre-tax income in any other payout year exceeds the $3.5 million level. The Company also agreed to pay the former members of Regroup an additional $2.5 million if Regroup earned $3.5 million in pre-tax income during the 12-month period commencing July 1, 2003, however no payment was required based on Regroup s actual results. In addition, the Company has also provided the former members of Regroup with an additional incentive to generate earnings in excess of the base $3.5 million annual earnings target ( Regroup s tier-two earn-out ). Under Regroup s tier-two earn-out, the former members of Regroup are also entitled to receive 50% of the cumulative pre-tax earnings in excess of $17.5 million generated during the five-year earn-out period subject to a maximum additional earn-out opportunity of $10.0 million. Regroup would need to generate cumulative earnings of $37.5 million over the five-year earn-out period in order for the former members to receive the full $22.5 million in contingent earn-out payments.

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On August 8, 2003, through two indirect international subsidiaries, we acquired a seventy (70%) percent interest in the assets and operations of the Singapore and Cambodia based operations of the G-Link Group, which provide a full range of international logistics services, including international air and ocean transportation, to a worldwide customer base of manufacturers and distributors. This transaction substantially increased our presence in Southeast Asia and expanded our network of owned offices through which to deliver global supply chain solutions. The transaction was valued at up to $6.2 million, consisting of cash of $2.8 million, $0.9 million of the Company s common stock paid at the closing and an additional $2.5 million payable over a four-year earn-out period based upon the future financial performance of the acquired operations. We agreed to pay $2.5 million in base earn-out payments payable in installments of $0.3 million in 2004, $0.6 million in 2005 through 2006 and $1.0 million in 2007, with each installment payable in full if the acquired operations achieve pre-tax income of $1.8 million in each of the years preceding the year of payment (or the pro rata portion thereof in 2003 and 2006). In the event there is a shortfall in pre-tax income, the earn-out payment will be reduced on a dollar-for-dollar basis. Shortfalls may be carried over or carried back to the extent that pre-tax income in any other payout year exceeds the $1.8 million level. As additional purchase price, the Company also agreed to pay G-Link for excess net assets amounting to $1.5 million through the issuance of Company common stock, on a post-closing basis. Based upon 2004 performance, G-Link received $0.5 million in April 2005.

On February 9, 2004, through a wholly-owned subsidiary, we acquired a 55% interest in Shanghai-based Shaanxi. Shaanxi provides a wide range of customized transportation and logistics services and supply chain solutions. The transaction was valued at up to $11.0 million, consisting of cash of $3.5 million paid at the closing and shares of the Company s common stock having a value of $2.0 million at the time of the closing, plus up to an additional $5.5 million payable over a five-year period based upon the future financial performance of Shaanxi. The shares of common stock issued at the closing were subject to forfeiture based upon a formula that compares the actual pre-tax income of Shaanxi through December 31, 2004 with a targeted level of $4.0 million (on an annualized basis). Also, if the trading price of the Company s common stock was less than $3.17 per share at the end of a one year restriction on resale, the Company was obligated to issue additional shares to the seller. As a result of the operation of those two provisions, the seller forfeited 37,731 shares of the Company s common stock and the Company will issue 158,973 additional shares of its common stock. The earn-out payments are due in five installments of $1.1 million beginning in 2005, with each installment payable in full if Shaanxi achieves pre-tax income of at least $4.0 million in each of the earn-out years. In the event there is a shortfall in pre-tax income, the earn-out payment for that year will be reduced on a dollar-for-dollar basis by the amount of the shortfall.

Shortfalls may be carried over or back to the extent that pre-tax income in any other payout year exceeds the $4.0 million level. As additional purchase price, on a post-closing basis the Company agreed to pay Shaanxi for 55% of its closing date working capital, which amounted to $1.9 million. On March 21, 2005, the Company and the selling shareholder entered into a financial arrangement whereby the amount due became subject to a note payable due March 31, 2006 with interest at 10% per annum. Based upon 2004 performance, the shareholder of Shaanxi received $0.9 million in April 2005.

We may be required to make significant payments in the future if the earn-out installments under our various acquisitions become due. While we believe that a significant portion of the required payments will be generated by the acquired subsidiaries, we may have to secure additional sources of capital to fund some portion of the earn-out payments as they become due. This presents us with certain business risks relative to the availability and pricing of future fund raising, as well as the potential dilution to our stockholders if the fund raising involves the sale of equity.

The following table summarizes our maximum possible contingent base earn-out payments for the years indicated based on results of the prior year as if pre-tax earnings targets associated with each acquisition were achieved although the Company does not expect the Domestic Services pre-tax earnings levels to be fully achieved (in thousands)(1)(2):

| | 2006 | 2007 | 2008 | 2009 | Total |
|---|---|---|---|---|---|
| Earn-out payments(1)(2): | | | | | |
| Domestic | $ 8,050 | $ 2,500 | $ 2,500 | $ | $ 13,050 |
| International | 5,131 | 5,503 | 3,769 | 3,235 | 17,638 |

| | | | | | |
|---|---|---|---|---|---|
| Total earn-out payments | $ 13,181 | $ 8,003 | $ 6,269 | $ 3,235 | $ 30,688 |
| Prior year pre-tax earnings targets(3): | | | | | |
| Domestic | $ 12,306 | $ 3,500 | $ 3,500 | $ | $ 19,306 |
| International | 12,446 | 13,502 | 9,203 | 8,160 | 43,311 |
| Total pre-tax earnings targets | $ 24,752 | $ 17,002 | $ 12,703 | $ 8,160 | $ 62,617 |
| Earn-outs as a percentage of prior year pre-tax earnings targets: | | | | | |
| Domestic | 65.4% | 71.4% | 71.4% | | 67.6% |
| International | 41.2% | 40.8% | 41.0% | 39.6% | 40.7% |
| Combined | 53.3% | 47.1% | 49.4% | 39.6% | 49.0% |

(1) Excludes the impact of prior year s pre-tax earnings carryforwards (excess or shortfalls versus earnings targets).

(2) During the 2005-2008 earn-out period, there is an additional contingent obligation related to tier-two earn-outs that could be as much as $18.0 million if certain of the acquired companies generate an incremental $37.0 million in pre-tax earnings.

(3) Aggregate pre-tax earnings targets as presented here identify the uniquely defined earnings targets of each acquisition and should not be interpreted to be the consolidated pre-tax earnings of the Company which would give effect for, among other things, amortization or impairment of intangible assets created in connection with each acquisition or various other expenses which may not be charged to the operating groups for purposes of calculating earn-outs.

The Company is a defendant in a number of legal proceedings. Although we believe that the claims asserted in these proceedings are without merit, and we intend to vigorously defend these matters, there is the possibility that the Company could incur material expenses in the defense and resolution of these matters. Furthermore, since the Company has not established any reserves in connection with such claims, such liability, if any, would be recorded as an expense in the period incurred or estimated. This amount, even if not material to the Company s overall financial condition, could adversely affect the Company s results of operations and cash flows in the period recorded.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The Company s exposure to market risk for changes in interest rates relates primarily to the Company s short-term cash investments and its line of credit. The Company is averse to principal loss and ensures the safety and preservation of its invested funds by limiting default risk, market risk and reinvestment risk. The Company invests its excess cash in institutional money market accounts. The Company does not use interest rate derivative instruments to manage its exposure to interest rate changes. If market interest rates were to change by 10% from the levels at September 30, 2005, the change in interest expense would have impacted on the Company s results of operations and cash flows by $0.1 million and $0.2 million for the three- and nine-month periods ending September 30, 2005, respectively.

In August 2005, we refinanced our U.S. revolving credit facility and, as part of this transaction, entered into conversion features and issued warrants which are required to be accounted for as derivatives. The accounting treatment requires the derivatives to be recorded at fair value on the consolidated balance sheet with subsequent changes in fair value reflected in the consolidated statement of operations. We utilize the Black-Scholes method option-pricing model to determine the fair value of the derivatives as of a particular reporting date. This model considers, among other factors, the price volatility of our common stock and the current stock price in relation to the conversion or exercise price. As such, market fluctuations in the price of common stock can result in significant changes in fair values which are recognized in our operating results. If the market price of our common stock had increased or decreased by 10% from the closing market price as of September 30, 2005, our other income would have changed by approximately $0.9 million. This change does not affect our cash flows.

The Company also has exposure to foreign currency fluctuations with respect to its offshore subsidiaries. The Company does not utilize derivative instruments to manage such exposure. A hypothetical change of 10% in the value of the U.S. dollar would have had an immaterial impact on the Company s results of operations.

**Item 4. Controls and Procedure**

Overview

In January 2004, the Company restated its consolidated statements of operations for the last three quarters of fiscal 2002, the first three quarters of fiscal 2003, and for the year ended December 31, 2002, as a result of an error discovered in the legacy accounting processes of SLIS. The Company determined that a process error existed which resulted in the failure to eliminate certain intercompany transactions in consolidation. This process error was embedded in the legacy accounting process of SLIS for a period which began substantially before its acquisition by the Company in April 2002. The Company believes that the presence of this error, in and of itself, constituted a reportable condition as defined under standards established by the American Institute of Certified Public Accountants. This significant deficiency was addressed by correcting the process error that resulted in the failure to eliminate intercompany transactions in consolidation. In addition, the Company changed its organizational structure to require the senior financial representatives within the International Services segment to report directly to the Company s Chief Financial Officer.

In connection with the preparation of the Company s June 30, 2004 consolidated financial statements, the Company s management determined that Stonepath Logistics Domestic Services, Inc. ( SLDS ) did not follow the Company s designed disclosure controls and procedures to report a potential weakness in the methodology used by SLDS to estimate its accrued cost of purchased transportation. Based on its initial analysis at that time, the Company recorded an immaterial increase to SLDS cost of transportation in the second quarter of 2004. The Company s management believes that the failure of SLDS to follow the designed disclosure and control procedures in and of itself constitutes a material weakness as defined under standards established by the Public Company Accounting Oversight Board (United States) ( PCAOB ). The Company has implemented changes in its estimating procedures and its processes for recognizing differences between actual and estimated costs to assure the proper recognition of purchased transportation costs. To address this material weakness, the Company initiated an immediate change in process at its Domestic Services segment to reduce the likelihood that a similar error could occur in the future. In addition, the Company changed its organizational structure to require the senior financial representatives within the Domestic Services segment to report directly to the Company s Chief Financial Officer.

On September 20, 2004, the Company announced, after having performed some additional analysis, that it had understated its accrued purchase transportation liability and related cost of purchased transportation for previously reported periods as a result of an error discovered in the accounting processes within certain subsidiary operations of the Domestic Services segment. The Company determined that the process error did not accurately account for the differences between the estimates and the actual freight costs incurred. This allowed for an accumulation of previously unrecorded purchased transportation costs to build up (such amounts should have been reflected as purchased transportation costs). In addition, the error resulted in the Company making earn-out payments to selling shareholders in amounts greater than what otherwise would have been owed. The Company believes that the presence of this error is indicative of a material weakness in internal controls as defined under standards established by the PCAOB. To address this material weakness, the Company has altered its methods to recognize the difference between actual costs of transportation and estimates for such costs on a timely basis and will modify its operating systems to provide for the recording of purchased transportation costs at the time an order is entered.

In the course of its review of the process error related to the under accrual of purchased transportation, the Company also identified two additional process errors related to revenue transactions within the Domestic Services segment. At its Detroit location, the Company identified a billing error in which the operating unit was invoicing one of its automotive customers at rates which had been approved by a customer representative who did not have the authority to do so. This customer billing error caused the Company to overstate its revenues. At its Minneapolis location, the Company identified an accounting error related to revenue recognition and depreciation that originated during the second quarter of 2004. Upon billing to a customer for certain capital equipment purchased in connection with the launch of a new distribution center for that customer, the unit recognized the revenue immediately rather than over the two-year life of the contract and had depreciated the capital equipment over its useful life rather than matching it to the life of the contract. The Company believes that the presence of the billing error and the accounting error in the aggregate constitute a material weakness as defined under standards established by the PCAOB. The Company has addressed the material weakness by advising management of each unit in question on the proper treatment of these and similar transactions in the future.

The Company has restated its consolidated financial statements for the first two quarters of 2004, and for the years ended December 31, 2003, 2002 and 2001 to correct the processing errors related to its purchased transportation accrual, the customer billings issue, and to reflect the related income tax effects. In addition, the amounts owed as of December 31, 2003 and 2002 under various earn-out provisions have been changed to reflect the impact of the restatement.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. A significant deficiency is a control deficiency, or combination of control deficiencies that adversely affects the Company s ability to initiate, record, process and report financial data consistent with the assertions of management in the financial statements.

In connection with the preparation of this Form 10-Q, the Company carried out an evaluation of the effectiveness of the Company s disclosure controls and procedures as of September 30, 2005. This evaluation was carried out under the supervision and with the participation of the Company s Chief Executive Officer and Chief Financial Officer. Based on that evaluation, taking into account the reportable condition, material weaknesses, and remedial actions described above, the Company s Chief Executive Officer and Chief Financial Officer have concluded that the Company s disclosure controls and procedures were effective as of September 30, 2005.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company s Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosures.

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### Changes in Internal Control over Financial Reporting

As discussed in Management s Report on Internal Control over Financial Reporting contained in the Company s Annual Report on Form 10-K for the year ending December 31, 2004, in the fourth quarter of 2004, the Company identified material weaknesses in internal control over financial reporting in the Company s information systems and financial policies and procedures.

During the third quarter of 2005, the Company made the following changes in internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) that have materially affected or are reasonably likely to materially affect the company s internal control over financial reporting.

The Company has implemented portions of a new operating system which provide for the recording of transportation costs at the time an order is entered.

The Company continues to consolidate and integrate its financial personnel within the United States.

Management of the Company has evaluated, with the participation of the Company s Chief Executive Officer and Chief Financial Officer, these changes in the Company s internal control over financial reporting and has concluded that the favorable changes implemented during the third quarter of 2005 have materially affected or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Other than the changes identified above, there have been no changes to the Company s internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

## PART II
## OTHER INFORMATION

### Item 1. Legal Proceedings

Other than as described in the Company s Annual Report on Form 10-K for the year ended December 31, 2004 and the Company s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2005 and June 30, 2005, there have been no material developments in any of the reported legal proceedings except as described below.

The Company was named as a defendant in eight purported class action complaints filed in the United States Court for the Eastern District of Pennsylvania between September 24, 2004 and November 19, 2004. Also named as defendants in these lawsuits were officers Dennis L. Pelino and Thomas L. Scully and former officer Bohn H. Crain. These cases were consolidated for all purposes in that Court under the caption In re Stonepath Group, Inc. Securities Litigation, Civ. Action No. 04-4515 and the lead plaintiff, Globis Capital Partners, LP, filed an amended complaint in February 2005. The lead plaintiff sought to represent a class of purchasers of the Company s shares between March 29, 2002 and September 20, 2004, and alleged claims for securities fraud under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. These claims were based upon the allegation that certain public statements made during the period from March 29, 2002 through September 20, 2004 were materially false and misleading because they failed to disclose that the Company s Domestic Services operations had improperly accounted for accrued purchased transportation costs. The plaintiffs sought compensatory damages, attorneys fees and costs, and further relief as may be determined by the Court. The Company and the individual defendants believe that this action was without merit, filed a motion to dismiss this action and intend to vigorously defend against the claims raised in this action. On October 27, 2005, the Court granted the defendants motion to dismiss the plaintiff s complaint with leave to file an amended complaint.

The Company was named as a nominal defendant in a shareholder derivative action on behalf of the Company that was filed on October 12, 2004 in the United States District Court for the Eastern District of Pennsylvania under the caption Ronald Jeffrey Neer v. Dennis L. Pelino, et al., Civ. A. No. 04-cv-4971. Also named as defendants in the action were all of the individuals who were serving as directors of the Company when the complaint was filed (Dennis L. Pelino, J. Douglas Coates, Robert McCord, David R. Jones, Aloysius T. Lawn and John H. Springer), former directors Andrew Panzo, Lee C. Hansen, Darr Aley, Stephen George, Michela O Connor-Abrams and Frank Palma, officer Thomas L. Scully and former officers Bohn H. Crain and Stephen M. Cohen. The derivative action alleged breach of fiduciary duty, abuse of control, gross mismanagement, waste of corporate assets, unjust enrichment and violations of the Sarbanes-Oxley Act of 2002. These claims were based upon the allegation that the defendants knew or should have known that the Company s public filings for fiscal years 2001, 2002 and 2003 and for the first and second quarters of fiscal year 2004, and certain press releases and public statements made during the period from January 1, 2001 through August 9, 2004, were materially misleading. The complaint alleged that the statements were materially misleading because they understated the Company s accrued purchase transportation liability and related costs of transportation in violation of generally accepted accounting principles and they failed to disclose that the Company lacked internal controls. The derivative action sought compensatory damages in favor of the Company, attorneys fees and costs, and further relief as may be determined by the Court. The Court granted the defendants motion to dismiss this action on September 27, 2005 and the plaintiff has filed a notice of appeal on October 26, 2005. The Company and the individual defendants believe that the action was without merit and intend to vigorously defend against the claims raised in this action.

On October 22, 2004, Douglas Burke filed a two-count action against United American Acquisitions, Inc. ( UAF ), Stonepath Logistics Domestic Services, Inc., and the Company in the Circuit Court for Wayne County, Michigan. Mr. Burke is the former President and Chief Executive Officer of UAF. The Company purchased the stock of UAF from Mr. Burke on May 30, 2002 pursuant to a Stock Purchase Agreement. At the closing of the transaction Mr. Burke received $5.1 million and received the right to receive an additional $11.0 million in four annual installments based upon UAF s performance in accordance with the Stock Purchase Agreement. Subject to the purchase, Stonepath Logistics Domestic Services, Inc. and Mr. Burke entered into an Employment Agreement. Mr. Burke s complaint alleges that the defendants breached the terms of the Employment Agreement and Stock Purchase Agreement and seeks, among other things, the production of financial information, unspecified damages, attorney s fees and interest. In early October 2005, the Wayne County Circuit Court granted the defendant s motion to dismiss the lawsuit and to compel arbitration. The court ordered, and the parties agreed, to submit the issues concerning the plaintiff s objections regarding the earn-out calculation under the Stock Purchase Agreement to a national accounting firm and to submit plaintiff s claim relating to the Employment Agreement and defendant s counterclaims to a different neutral arbitrator. The defendants believe that Mr. Burke s claims are without merit and intend to vigorously defend against them. In addition, the Company is seeking $456,000 in excess earn-out payments that were paid to Mr. Burke.

The Company is also involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of those matters will not have a material adverse effect on the Company s consolidated financial position, results of operations or liquidity.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On February 9, 2005 the Company issued 158,973 shares under the terms of the acquisition agreement for Shaanxi Sunshine Cargo Services International Co., Ltd. This transaction was exempt from the registration requirements of the Securities Act of 1933 pursuant to Section 4(2) and Rule 506 thereunder as an issuer transaction not involving a public offering, and pursuant to Regulation S.

In May 2005, the Company issued 41,757 shares in connection with the December 2003 acquisition of the Malaysia operations of the G Link Group. This transaction was exempt from the registration requirements of the Securities Act of 1933 pursuant to Section 4(2) and Rule 506 thereunder as an issuer transaction not involving a public offering, and pursuant to Regulation S.

On October 26, 2005, Stonepath Group, Inc. (the Company ) and its subsidiary Stonepath Holdings (Hong Kong) Limited ( Asia Holdings ) closed the transactions under the Exchange Agreement dated as of October 7, 2005 (the Exchange Agreement ) described in the Company s Current Report on Form 8-K filed on October 26, 2005. Pursuant to the Exchange Agreement, the Company entered into the Preferred Shares Exchange Agreement dated October 26, 2005 (the Preferred Shares Exchange Agreement ) by and among the Company, Asia Holdings, Hong Kong League Central Credit Union (the Lender ), and SBI Advisors, LLC (the Agent ) and issued a Common Stock Purchase Warrant (the Warrant ).

*Preferred Shares Exchange Agreement*

The Preferred Shares Exchange Agreement provides the Lender with the right to exchange its Preferred Shares of Asia Holdings for Common Stock of the Company at an exchange price of $1.08 per share of Common Stock, subject to customary anti-dilution adjustments. This provides the Lender with the right to exchange the 30,000 Preferred Shares issued to it for 2,777,778 shares of the Company s Common Stock at the current exchange price. The Lender also has the right to exchange any Preferred Shares issued to it by Asia Holdings as payment-in-kind dividends on the Preferred Shares at the same exchange price. The Preferred Shares outstanding are subject to mandatory exchange at the exchange price then in effect in the event that (i) the average closing price for the Company s Common Stock has been 200% or more than the exchange price for at least 20 consecutive trading days, (ii) the average trading volume of the Company s Common Stock for 20 trading days in that period has been 250,000 shares or more, (iii) the Company s Common Stock is listed on The American Stock Exchange or the Nasdaq National Market System or SmallCap Market, and (iv) the Common Stock receivable upon exchange can be resold pursuant to an effective registration statement or under Rule 144(k) promulgated under the Securities Act of 1933.

*Warrant*

The Warrant entitles the Lender to purchase 277,778 shares of the Company s Common Stock at an exercise price of $1.13 per share, subject to customary anti-dilution adjustments, for a four year period.

The Warrant and the Preferred Shares Exchange Agreement were issued and entered into in a transaction was exempt from the registration requirements of the Securities Act of 1933 pursuant to Section 4(2) and Rule 506 thereunder as an issuer transaction not involving a public offering, and pursuant to Regulation S.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

We held our Annual Meeting of Stockholders on October 7, 2005 at the Bell Harbor International Conference Center, Pier 66, 2211 Alaskan Way, Seattle, Washington. At the Annual Meeting our stockholders voted on the following proposals identified in our Proxy Statement dated August 30, 2005:

(1) Vote for the Election of Directors:

The following directors were elected to serve as member of our Board of Directors until the close of the next annual meeting of stockholders:

| | **For** | **Withheld** |
|---|---|---|
| Dennis Pelino | 31,367,170 | 2,770,005 |
| J. Douglass Coates | 32,318,609 | 1,818,566 |
| John Springer | 32,313,958 | 1,823,217 |
| David R. Jones | 32,311,458 | 1,825,717 |
| Aloysius T. Lawn, IV | 32,305,483 | 1,831,692 |
| Robert McCord | 32,232,284 | 1,813,391 |

(2) Proposal to ratify appointment of Grant Thornton as independent auditors for the Company for the fiscal year entry December 31, 2005:

| **For** | **Against** | **Abstain** |
|---|---|---|
| 32,448,265 | 570,910 | 1,823,217 |

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## Item 5. Other Information

None.

## Item 6. Exhibits

The following exhibits are included herein:

12 Calculation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (This exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)

32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (This exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

| | |
|---|---|
| | STONEPATH GROUP, INC. |
| Date: March 31, 2006 | /s/ Jason Totah |
| | Jason Totah<br>Chief Executive Officer |
| Date: March 31, 2006 | /s/ Robert Arovas |
| | Robert Arovas<br>President & Chief Financial Officer |
| Date: March 31, 2006 | /s/ Robert T. Christensen |
| | Robert T. Christensen<br>Vice President, Controller and Principal Accounting Officer |

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