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STONEPATH GROUP INC  
Form 10-K/A  
February 11, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-K/A

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003

OR

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  
(State or other jurisdiction of  
incorporation or organization)

65-0867684  
(I.R.S. Employer  
Identification No.)

1600 MARKET STREET, SUITE 1515, PHILADELPHIA, PA  
(Address of principal executive offices)

19103  
(Zip Code)

Registrant's telephone number, including area code: (215) 979-8370

Securities registered pursuant to Section 12(b) of the Act:

Title of each class: Common Stock, par value \$.001 per share	Name of each exchange on which registered: American Stock Exchange
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Securities registered pursuant to Section 12(g) of the Act:

NONE

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 Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act)

YES [X] NO [ ]

The aggregate market value of the Registrant's common stock held by non-affiliates of the Registrant as of June 30, 2003 was \$77,150,684 based upon the closing sale price of the Registrant's common stock on the American Stock Exchange of \$2.72 on such date. See Footnote (1) below.

The number of shares outstanding of the Registrant's common stock as of March 1, 2004 was 39,004,242.

Documents Incorporated by Reference: None

Index to Exhibits appears at page 55 of this Report

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- (1) The information provided shall in no way be construed as an admission that any person whose holdings are excluded from the figure is an affiliate or that any person whose holdings are included is not an affiliate and any such admission is hereby disclaimed. The information provided is solely for record keeping purposes of the Securities and Exchange Commission.
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STONEPATH GROUP, INC.  
ANNUAL REPORT ON FORM 10-K/A  
FOR THE FISCAL YEAR ENDED  
DECEMBER 31, 2003

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### EXPLANATORY NOTE

This Form 10-K/A is being filed to restate the consolidated financial statements of the Company as of December 31, 2003 and 2002 and for each of the years in the three-year period ended December 31, 2003 included under Item 8 of Part II, and to make certain conforming changes to the Selected Financial Data table included under Item 6 of Part II and to the narrative disclosures included within "Risks Particular to Our Business" and "Legal Proceedings" under Items 1 and 3 of Part I and "Management's Discussion and Analysis of Financial Condition and Results of Operations" under Item 7 of Part II. The restatement of our consolidated financial statements primarily related to correcting the accrual for purchased transportation, certain revenue transactions and the resultant 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 description of the restatement can be found in Note 3 to our consolidated financial statements. Except as otherwise specifically noted, all information contained herein is as of December 31, 2003 and does not reflect any events or changes in information that may have occurred subsequent to that date.

### PART I

This Annual Report on Form 10-K/A 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. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us and our subsidiaries that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements 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 such terms or other similar expressions. Factors that might cause or contribute to such a material difference include, but are not limited to, those discussed elsewhere in this Annual Report, including the section entitled "Risks Particular to Our Business" and the risks discussed in our other Securities and Exchange Commission filings. The following discussion should be read in conjunction with our audited Consolidated Financial Statements and related Notes thereto included elsewhere in this report.

#### ITEM 1. BUSINESS

##### 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-definite transportation and distribution solutions through our Domestic

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Services platform which manages and arranges 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 also 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 services, we provide a broad range of value added supply chain management services, including warehousing, order fulfillment and inventory management solutions. We service a customer base of manufacturers, distributors and national retail chains through a network of offices in 21 major metropolitan areas in North America, Puerto Rico and ten locations in Asia, as well as an extensive network of independent carriers and service partners strategically located throughout the world.

Our objective is to build a leading global logistics services organization that integrates established logistics companies with innovative technologies. To that end, we are extending our network through a combination of synergistic acquisitions and the organic expansion of our existing operations.

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Our acquisition strategy focuses on acquiring and integrating logistics businesses that will enhance operations within our current market areas as well as extend our network to targeted locations in Asia, South America and Europe. We select acquisition targets based upon their ability to demonstrate: (1) historic levels of profitability; (2) a proven record of delivering superior time-definite distribution and other value added services; (3) an established customer base of large and mid-sized companies; and (4) opportunities for significant growth within strategic segments of our business.

As we integrate these companies, we intend to create additional stockholder value by: (1) improving productivity by adopting enhanced technologies and business processes; (2) improving transportation margins by leveraging our growing purchasing power; and (3) enhancing the opportunity for organic growth by cross-selling and offering expanded services.

Our strategy is designed to take advantage of shifting market dynamics. The third-party logistics industry continues to grow as an increasing number of businesses outsource their logistics functions to more cost effectively manage and extract value from their supply chains. Also, we believe the industry is positioned for further consolidation since it remains highly fragmented, and since customers are demanding the types of sophisticated and broad reaching services that can more effectively be handled by larger and more diverse organizations.

Through March 1, 2004, we have completed the acquisition of 16 logistics companies. The initial phase of our acquisition strategy was to develop a U.S.-based platform of service offerings. We accomplished this through the acquisition of M.G.R., Inc. (d/b/a "Air Plus") on October 5, 2001 and Global Transportation Services, Inc. ("Global") on April 4, 2002. Founded in 1990, Air Plus is a leading time-definite logistics company providing a full range of domestic transportation and distribution solutions including warehousing and order fulfillment. Air Plus services a customer base of manufacturers, distributors and national retail chains through its network of offices in North America and an extensive network of over 200 agents. Founded in 1985, Global provides a full range of international transportation and logistics solutions to a customer base of manufacturers and national retail chains. Global also provides customs brokerage, ocean forwarding, NVOCC services, consolidation and deconsolidation services, air import and export services and warehousing and distribution services.

The next phase of our acquisition strategy was to supplement the organic

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growth of our organization through targeted "add-on" acquisitions that were intended to fill a strategic industry niche and offer complementary services to our existing customer base. We accomplished this by acquiring United American Freight Services, Inc. ("United American") on May 30, 2002, Transport Specialists, Inc. ("TSI") on October 1, 2002, Transportation Rail Warehousing Logistics, Inc. ("TRWL") on January 31, 2003, Regroup Express LLC ("Regroup") on June 20, 2003 and Customs Services International, Inc. ("CSI") on July 16, 2003. United American, based in the Detroit, Michigan area, provides us with a division that supports the automotive industry, while both TSI and Regroup, based in Northern Virginia, and TRWL, based in Portland, Maine, service government agencies and the defense sector. CSI provides a full range of international freight forwarding and customs brokerage services out of its offices in Miami, Florida and El Paso, Texas, with a focus on Latin America, Europe and Asia.

Most recently, we completed a series of acquisitions that increased our presence in Asia with the goal of building Stonepath into a leading worldwide integrated logistics service organization. On August 8, 2003, we acquired a controlling interest in the Singapore and Cambodia based operations of the G-Link Group of companies, a regional logistics business headquartered in Singapore, with offices throughout Southeast Asia. We then acquired three Malaysian based offices of G-Link in December 2003. During December 2003, we also acquired controlling interests in East Ocean Logistics Ltd., a Hong Kong based company that specializes in international ocean freight services, Planet Logistics Pte. Ltd., a Singapore based company that focuses on international and intra-Asia air cargo services, and Group Logistics Pte. Ltd., a start-up providing air cargo services in Shanghai, PRC. On February 9, 2004, we increased our presence in Shanghai by acquiring a majority interest in Shaanxi Sunshine Cargo Services International Company, Ltd. ("Shaanxi"), a Class A licensed freight forwarder headquartered in Shanghai that has been operated by founder and President Andy Tsai since 1993. Shaanxi provides a wide range of customized transportation and logistics services and supply chain solutions, including global freight forwarding, warehousing and distribution services, shipping services and special freight handling.

We have identified a number of additional companies that may be suitable acquisition candidates and we are in preliminary discussions with a select number of them.

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There are a variety of risks associated with our ability to achieve our strategic objectives, including our ability to acquire and profitably manage additional businesses, our current reliance on a small number of key customers, the risks inherent in international operations, and the intense competition in our industry for customers and for the acquisition of additional businesses. For a more detailed discussion of these risks, see the section of this Item 1 entitled "Risks Particular to our Business."

### INDUSTRY OVERVIEW

As business requirements for efficient and cost-effective distribution services have increased, so has the importance and complexity of effectively managing freight transportation. Businesses increasingly strive to minimize inventory levels, reduce order and cash-to-cash cycle lengths, perform manufacturing and assembly operations in lowest cost locations and distribute their products throughout global markets, often requiring expedited or time-definite shipment services. Furthermore, customers increasingly cite an efficient supply chain as a critical element in improving their financial performance. To remain competitive, successful companies need to not only achieve success in their core businesses, they must execute quickly and

accurately.

To accomplish their goals, many businesses turn to organizations providing a broad array of supply chain services. These service providers consist of freight forwarders, customs brokers, warehouse operators and other value added logistics service providers. We believe that these service providers must possess state-of-the-art technology and the ability to provide global supply chain management services to be responsive to the marketplace. Many logistics providers are now providing their customers with customized solutions for the planning and management of complex supply chains. The demand for these solutions has risen as companies continue to outsource non-core competencies, globally source goods and materials and focus on managing the overall cost of their supply chain. These trends are further facilitated by the rapid growth of technology including the growth of Web-based track and trace technology, and the ability to create electronic interfaces between the systems of service providers and their customers.

We believe we can differentiate ourselves by focusing on time-definite supply chain solutions with capabilities across virtually every mode of transportation, as well as combining these services with other value-added logistics services, including pick-and-pack services, merge-in-transit, inventory management, Web-based order management, warehousing, reverse logistics, dedicated trucking and regional and local distribution. We also believe that we have a competitive advantage resulting from our extensive knowledge of logistics markets, information systems, the experience of our logistics managers and the market information we possess from our diverse customer base.

Market penetration of third-party logistics providers ("3PLs") is still relatively low. According to industry sources, total gross expenditures managed by third-party logistics services in the United States was approximately \$65 billion in 2002, representing about 7% of the \$910 billion in estimated domestic business logistics systems costs. For 2002, domestic non-asset based transportation management was estimated to have grown \$19.5 billion, or 11.4% as compared to 2001.

Barring the risk of international crisis and armed conflicts, we believe that the third-party logistics industry in general, and that time-definite distribution in particular, is poised for continued growth. The growth in the use of third-party logistics services is being driven by a number of factors, including:

- o Outsourcing of Non-Core Activities. Companies are increasingly outsourcing freight forwarding, warehousing and other supply chain activities to allow them to focus on their core competencies. From managing purchase orders to the timely delivery of products, companies turn to 3PLs to manage these functions at a lower cost and more efficiently.
- o Globalization of Trade. As barriers to international trade are reduced or eliminated, companies are increasingly sourcing their parts, supplies and raw materials from the most cost competitive suppliers throughout the world. This places a greater emphasis on international freight management and just-in-time delivery. Outsourcing of manufacturing functions to, or locating company-owned manufacturing facilities in, low cost areas of the world also results in increased volumes of world trade.
- o Increased Need for Time-Definite Delivery. The need for just-in-time and other time-definite delivery has

increased as a result of the globalization of manufacturing, greater implementation of demand-driven supply chains, the shortening of product cycles and the increasing value of individual shipments. Many businesses recognize that increased spending on time-definite supply chain management services can decrease overall manufacturing and distribution costs, reduce capital requirements and allow them to manage their working capital more efficiently by reducing inventory levels and inventory loss.

- o Consolidation of Logistics Function. As companies try to develop "partnering" relationships with fewer suppliers, they are consolidating the number of freight forwarders and supply chain management providers they use. This trend places greater pressure on regional or local freight forwarders and supply chain management providers to grow or become aligned with a global network. Larger freight forwarders and supply chain management providers benefit from economies of scale which enable them to negotiate reduced transportation rates with the carriers actually providing the transportation services and to allocate their overhead over a larger volume of transactions. Globally-integrated freight forwarders and supply chain management providers are better situated to provide a full complement of services, including pick-up and delivery, shipment via air, sea and/or ground transport, warehousing and distribution, and customs brokerage.
- o Increased Significance of Technology. Advances in technology are placing a premium on decreased transaction times and increased business-to-business activity. Companies have recognized the benefits of being able to transact business electronically. Accordingly, businesses increasingly are seeking the assistance of supply chain service providers with sophisticated information technology systems which facilitate real-time transaction processing and Web-based shipment monitoring.

According to a survey led by Dr. C. John Langley, Georgia Institute of Technology, third-party logistics use among North American companies remained strong in 2003, with 78% of North American companies reporting that they outsource a portion of their logistics needs to logistics service providers or 3PLs. Among companies surveyed in Western Europe, 79% of respondents indicated they use 3PL services, and in the Asia-Pacific region, more than half (58%) currently outsource.

We expect the strategic role of information technology and the demand for real-time information such as inventory visibility and order status updates to have a positive impact on our business. The 2003 Langley survey supports our contention that IT-based services and capabilities are among the key expectations with customers of logistics service providers. The top five outsourced logistics services and IT support functions were: warehouse/distribution center management (77%); Web-enabled communications (64%); transportation management (64%); shipment tracking/event management (62%); and export/import/freight-forwarding/customs clearance (61%).

The growing emphasis on just-in-time inventory control processes has added to the complexity and need for time-definite and other value added supply-chain services. We believe that we can continue to differentiate ourselves by combining our time-definite transportation solutions with other complementary supply chain solutions. We expect to benefit from the intense corporate focus on lower-cost services, which will positively impact those providers who have the ability to leverage relationships with numerous carriers and shippers. We also believe that we are well positioned to take advantage of

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the growing trend toward international freight services and time-definite domestic ground services, both of which have increased in demand during the most recent economic cycle.

### OUR STRATEGIC OBJECTIVES

#### Our Business Strategy

Our objective is to provide customers with comprehensive value-added logistics solutions on a global scale. We plan to achieve this goal through a combination of growth through acquisition and continued organic growth. We intend to carry out the following strategies:

- o Enter New and Expand Existing Markets through Acquisitions. We are pursuing an aggressive acquisition strategy to enhance our position in our current markets and to acquire operations in new markets. We anticipate expanding into new and existing markets by acquiring well-established logistics organizations that are leaders in their regional markets. In particular, we intend to focus our acquisition strategy on candidates

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that have historic levels of profitability, a proven record of delivering superior time-definite distribution and other value added services, an established customer base of large and mid-sized companies and opportunities for significant growth within strategic segments of our business.

- o Continue Organic Growth. A key component of our strategy is to continue the organic growth of our existing business as well as the business of the companies we acquire. We expect that we can continue to fuel internal growth by cross-selling our domestic and international capabilities to our existing customer base and deploying supply chain technologies that will drive new customer acquisitions.
- o Development of Identity. We are also developing the "Stonepath Logistics" brand and intend to leverage our broader set of capabilities with the goal of capturing business opportunities which would not normally be available to a regionally-oriented logistics company.

#### Our Acquisition Strategy

We believe there are many attractive acquisition candidates in our industry because of the highly fragmented composition of the marketplace, the industry participants' need for capital and their owners' desire for liquidity.

We will continue to expand our Domestic and International Services platforms in the United States through a number of "add-on" acquisitions of other companies with complementary geographical and logistics service offerings. These "add-on" acquisitions are generally expected to have pre-tax operating earnings of \$1.0 million to \$3.0 million. Companies in this range of earnings may be receptive to our acquisition program since they are often too small to be identified as acquisition targets by larger public companies or to independently attempt their own public offerings. In addition, we will continue to pursue "platform" acquisitions to expand in targeted markets in Asia, South America and Europe which will further enable our global supply-chain execution capabilities and improve our overall profitability. We believe that our combined domestic and international capabilities will provide a significant competitive advantage in



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the marketplace.

A "platform" acquisition is defined by us as one that creates a significant new capability for the Company, or entry into a new global geography. When completing a platform acquisition, we would expect to retain the management as well as the operating, sales and technical personnel of the acquired company to maintain continuity of operations and customer service. The objective would be to increase an acquired company's revenue and improve its profitability by implementing our operating strategies for internal growth.

An "add-on" acquisition, on the other hand, will more likely be regional in nature, will be smaller than a platform acquisition and will enable us to offer additional services or expand into new regional markets, or serve new industries. When justified by the size and service offerings of an add-on acquisition, we expect to retain the management, along with the operating, sales and technical personnel of the acquired company, while seeking to improve that company's profitability by implementing our operating strategies. In most instances where there is overlap of geographic coverage, operations acquired by add-on acquisitions can be integrated into our existing operations in that market, resulting in the elimination of duplicative overhead and operating costs.

We believe we can successfully implement our acquisition strategy due to: (i) the highly fragmented composition of the market; (ii) our strategy for creating an organization with global reach, which should enhance an acquired company's ability to compete in its local and regional market through an expansion of offered services and lower operating costs; (iii) the potential for increased profitability as a result of our centralization of certain administrative functions, greater purchasing power, and economies of scale; (iv) our standing as a public corporation; (v) a decentralized management strategy, which should, in most cases, enable the acquired company's management to remain involved in the operation of the Company; and (vi) the ability of our experienced management to identify acquisition opportunities.

### Our Operating Strategy

- o Foster a Decentralized Entrepreneurial Environment. A key element of our operating strategy is to foster a decentralized, entrepreneurial environment for our employees. We intend to foster this environment by continuing to build on the names, reputations and customer relationships of acquired companies and by

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sharing their operating policies, procedures and expertise across the organization to develop new ideas to best serve the existing and prospective customers of the Company. An entrepreneurial business atmosphere is likely to allow our regional offices to quickly and creatively respond to local market demands and enhance our ability to motivate, attract and retain managers to maximize growth and profitability.

- o Develop and Maintain Strong Customer Relationships. We seek to develop and maintain strong, interactive customer relationships by anticipating and focusing on our customers' needs. We emphasize a relationship-oriented approach to business, rather than the transaction or assignment-oriented approach used by many of our competitors. To develop close customer relationships, we regularly meet with both existing and prospective customers to help design solutions for, and identify the resources needed to execute, their supply chain strategies. We believe that this relationship-oriented

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approach results in greater customer satisfaction and reduced business development expense.

- o Centralize Administrative Functions. We seek to maximize our operational efficiencies by integrating general and administrative functions at the corporate level, and reducing or eliminating redundant functions and facilities at acquired companies. This enables us to quickly realize potential savings and synergies, efficiently control and monitor our operations and allows acquired companies to focus on growing their sales and operations.

### OPERATIONS

Our primary business operations involve obtaining shipment or material orders from customers, creating and delivering a wide range of logistics solutions to meet customers' specific requirements for transportation and related services, and arranging and monitoring all aspects of material flow activity utilizing advanced information technology systems. These logistics solutions include domestic and international freight forwarding, customs brokerage and door-to-door delivery services using a wide range of transportation modes, including air, ocean and truck as well as customs brokerage, warehousing and other value-added services, such as inventory management, assembly, distribution and installation for manufacturers and retailers of commercial and consumer products.

As a non-asset-based logistics provider, we arrange for and subcontract services on a non-committed basis to airlines, motor carriers, express companies, steamship lines and warehousing and distribution operators. By concentrating on network-based solutions, we avoid competition with logistics providers that offer dedicated outsourcing solutions for single elements of the supply chain. Such dedicated logistics companies typically provide expensive, customized infrastructure and systems for a customer's specific application and, as a result, dedicated solutions that are generally asset-intensive, inflexible and invariably localized to address only one or two steps in the supply chain. Our network-based services leverage common infrastructure and technology systems so that solutions are scalable, replicable and require a minimum amount of customization (typically only at the interface with the customer). This non-asset ownership approach maximizes our flexibility in creating and delivering a wide range of end-to-end logistics solutions on a global basis while simultaneously allowing us to exercise significant control over the quality and cost of the transportation services provided.

Within the logistics industry, we target specific markets in which we believe we can achieve a competitive advantage. For example, in the freight forwarding market, we arrange for the transportation of cargo that is generally larger and more complex than shipments handled by integrated carriers such as United Parcel Service and Federal Express Corporation. In addition, we provide specialized combinations of services that traditional freight forwarders cannot cost-effectively provide, including time-definite delivery requirements, direct-to-store distribution and merge-in-transit movement of products from various vendors in a single coordinated delivery to, and/or installation at, the end-user.

Our services are broadly classified into the following categories:

- o Freight Forwarding Services. We offer domestic and international air, ocean and ground freight forwarding for shipments that are generally larger than shipments handled by integrated carriers of primarily small parcels such as Federal Express Corporation and United Parcel Service. Our basic freight forwarding business is complemented by customized and information technology-based options to meet customers' specific needs. Our Domestic Services

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organization offers same day, one, two and three to five day service along with expedited ground service within North America and Puerto Rico through our network of asset

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based carriers. On a limited basis, we also provide motor carrier services through one of our own affiliates.

- o Customs Brokerage Services. Our International Services organization provides customs brokerage services. Within each country, the rules and regulations vary along with the level of expertise that is required to perform the customs brokerage services. Our customs brokers and support staff have substantial knowledge of the complex tariff laws and customs regulations governing the payment of duty, as well as valuation and import restrictions in their respective countries.
- o Warehousing and Other Value Added Services. Our warehousing services primarily relate to storing goods and materials to meet our customers' production or distribution schedules. Other value added services include receiving, deconsolidation and decontainerization, sorting, put away, consolidation, assembly, inspection services, cargo loading and unloading, assembly of freight, customer inventory management and protective packing and storage. We receive storage charges for use of our warehouses and fees for our other services.
- o Time Definite Transportation. We specialize in complex, time-definite delivery of product to North American destinations. These include high-volume, complex multi-destination consolidation programs for catalog, retail and other shippers. We have special programs focused on high value and breakable freight in all modes of transportation.

Other value added services provided by us include:

- o Direct to store logistics for retail customers involving coordination of product received directly from manufacturers and dividing large shipments from manufacturers into numerous smaller shipments for delivery directly to retail outlets or distribution centers to meet time-definite product launch dates.
- o Turn-key product management services for retailers - including comprehensive vendor compliance management, central delivery and distribution centers close to consumption, inventory forecasting, replenishment and management - all on the Web.
- o Merge-in-transit logistics involving movement of products from various vendors at multiple locations to a Company facility and the subsequent merger of the various deliveries into a single coordinated delivery to the final destination. Such services are useful to retailers where deliveries from diverse sources are organized and distributed to maximize efficiency of their sales and marketing programs.
- o Web-based fulfillment solutions providing order management as well as the subsequent pick, pack and shipment for our customers.
- o Turn-key supply chain and logistics outsourcing projects where we operate one or more warehouses or the entire end-to-end supply chain. We provide sophisticated systems that supply global location,

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status and ownership of parts/SKUs and enable the timely cross border customs clearance and placement desired by the final consumer of the goods.

- o Value-added, high-speed, time-definite, total-destination programs that include packaging, transportation, unpacking and placement of new products and equipment.
- o Packaging, transportation, unpacking and stand installation for domestic trade shows and major expositions.
- o Reverse logistics involving the return of products from end users to manufacturers, retailers, resellers or remanufacturers, including verification of working order, defect analysis, serial number tracking and inventory management.

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### INFORMATION SYSTEMS

A key component of our growth strategy is the regular enhancement of our information systems and ultimate migration of the information systems of our acquired companies to a common set of back-office and customer facing applications. We believe that the ability to provide accurate, real-time information on the status of shipments and the status, ownership and details of the accompanying inventory is paramount to our customers. We believe that our efforts in this area will provide competitive service advantages, new customers and an increase of business from existing accounts. In addition, we believe that centralizing our back-office operations and using our transportation management system to automate the rating, routing, tender and financial settlement processes for transportation movements will drive significant productivity improvement across our network.

To execute this strategy, we have and will continue to assess technologies obtained through our acquisition strategy in combination with commercially available supply chain technologies to launch our own "best-of-breed" solution set using a combination of owned and licensed technologies. We refer to this technology set as Tech-Logis(TM) (or Technology in Logistics). We are using Tech-Logis(TM) to provide: (1) a customer-facing portal that unifies the look and feel of how customers, employees and suppliers work with and connect to us; (2) a robust supply chain operating system including order, inventory optimization, transportation, warehouse and supply chain event management for use across the organization; and (3) a common data repository for analysis and reporting to provide advanced metrics to management and our customers. We expect to finish the delivery of the Tech-Logis(TM) platform in 2004 and to provide subsequent upgrades and new service areas over time.

In executing this strategy, we have and will continue to invest significant management and financial resources to deliver these technologies. We believe these technologies will provide financial and competitive advantages in the years ahead and will increase our competitive differentiation.

### SALES AND MARKETING

We market services on a global basis using our senior management, sales executives, regional managers, terminal managers and our national service centers located strategically across the United States and in select international locations.

We seek to create long-term relationships with our customers and to

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increase the quantity of business from each customer over time. Additionally, we have increased our emphasis on obtaining high-revenue national accounts with multiple shipping locations. These accounts typically impose numerous requirements on those competing for their freight business, including electronic data interchange and proof of delivery capabilities, the ability to generate customized shipping reports and a nationwide network of terminals. These requirements often limit the competition for these accounts to a very small number of logistics providers, enabling us to more effectively compete for these accounts.

Our customers include large manufacturers and distributors of computers and other electronic and high-technology equipment, printed and publishing materials, automotive and aerospace components, trade show exhibit materials, telecommunications equipment, machinery and machine parts, apparel, entertainment products, and household goods. For the year ended December 31, 2003, our largest customer, Best Buy Co., Inc., accounted for approximately 24% of our revenue, down from 33% in 2002. Approximately 22% of our 2003 revenue was derived from our next five largest customers, none of which accounted for 10% or more of our 2003 revenue. As our current companies continue to diversify, and as we continue our acquisition strategy, our exposure to customer and industry concentrations should be significantly reduced.

We have begun to place an increased emphasis on the development of a global brand platform. Over the course of 2003, we began operating all of our businesses under the single global brand "Stonepath Logistics," which we believe will help us reach our organic expansion goals.

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### COMPETITION AND BUSINESS CONDITIONS

Our business is directly impacted by the volume of domestic and international trade. The volume of this trade is influenced by many factors, including economic and political conditions in the United States and abroad, major work stoppages, exchange controls, currency fluctuations, acts of war, terrorism and other armed conflicts, and United States and international laws relating to tariffs, trade restrictions, foreign investments and taxation.

The global logistics services and transportation industries are intensively competitive and are expected to remain so for the foreseeable future. We compete against other integrated logistics companies, as well as transportation services companies, consultants, information technology vendors and shippers' transportation departments. This competition is based primarily on rates, quality of service (such as damage-free shipments, on-time delivery and consistent transit times), reliable pickup and delivery and scope of operations.

As a provider of third-party logistics services, we encounter competition from a large number of firms, much of it coming from local or regional firms which have only one or a small number of offices and do not offer the breadth of services and integrated approach as we offer. However, some of this competition comes from major United States and foreign-owned firms which have networks of offices and offer a wide variety of services. We believe that quality of service, including information systems capability, global network capacity, reliability, responsiveness, expertise and convenience, scope of operations, customized program design and implementation and price are important competitive factors in our industry.

Competition within the domestic freight forwarding industry is also intense. Although the industry is highly fragmented with a large number of participants, we compete most often with a relatively small number of freight forwarders with nationwide networks and the capability to provide the breadth of

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services offered by us. We also encounter competition from passenger and cargo air carriers, trucking companies and others. As we expand our international operations, we expect to encounter increased competition from those freight forwarders that have a predominantly international focus, including DHL Danzas Air and Ocean, Expeditors International of Washington, Inc., UPS Supply Chain Solutions (a unit of United Parcel Service) and Eagle Logistics, Inc. Many of our competitors have substantially greater financial resources than we do.

We also encounter competition from regional and local air freight forwarders, cargo sales agents and brokers, surface freight forwarders and carriers and associations of shippers organized for the purpose of consolidating their members' shipments to obtain lower freight rates from carriers. As an ocean freight forwarder, we will encounter strong competition in every country in which we choose to operate. This includes competition from steamship companies and both large forwarders with multiple offices and local and regional forwarders with one or a small number of offices. Quality of service, including reliability, responsiveness, expertise and convenience, scope of operations, information technology and price are the most important competitive factors in our industry.

### REGULATION

We do not believe that transportation related regulatory compliance has had a material adverse impact on operations to date. However, failure to comply with the applicable regulations or to maintain required permits or licenses could result in substantial fines or revocation of our operating permits or authorities. We cannot give assurance as to the degree or cost of future regulations on our business. Some of the regulations affecting our operations are described below.

Our air freight forwarding business is subject to regulation, as an indirect air cargo carrier, under the U.S. Department of Transportation's Transportation Security Administration. The airfreight forwarding industry is subject to regulatory and legislative changes that can affect the economics of the industry by requiring changes in operating practices or influencing the demand for, and the costs of providing, services to customers.

Our surface freight forwarding operations are subject to various federal statutes and are regulated by the Surface Transportation Board. This federal agency has broad investigatory and regulatory powers, including the power to issue a certificate of authority or license to engage in the business, to approve specified mergers, consolidations and acquisitions, and to regulate the delivery of some types of domestic shipments and operations within particular

geographic areas. The Surface Transportation Board and U.S. Department of Transportation also have the authority to regulate interstate motor carrier operations, including the regulation of certain rates, charges and accounting systems, to require periodic financial reporting, and to regulate insurance, driver qualifications, operation of motor vehicles, parts and accessories for motor vehicle equipment, hours of service of drivers, inspection, repair, maintenance standards and other safety related matters. The federal laws governing interstate motor carriers have both direct and indirect application to the Company. The breadth and scope of the federal regulations may affect the operations of the Company and the motor carriers which we use to provide transportation services. In certain locations, state or local permits or registrations may also be required to provide or obtain intrastate motor carrier services for the Company. Our property brokerage operations similarly subject us to various federal statutes and regulation as a property broker by the Surface Transportation Board, and we have obtained a property broker license and posted

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a surety bond as required by federal law. Our international operations are subject to regulation by the Federal Maritime Commission, or FMC, as it regulates and licenses ocean forwarding operations. Indirect ocean carriers (non-vessel operating common carriers) are subject to FMC regulation, under the FMC tariff filing and surety bond requirements, and under the Shipping Act of 1984, particularly those terms proscribing rebating practices.

Our customs brokerage operations are subject to the licensing requirements of the U.S. Treasury and are regulated by the U.S. Customs Service. Foreign customs brokerage operations are also licensed in and subject to the regulations of their respective countries.

In the United States, we are also subject to federal, state and local provisions relating to the discharge of materials into the environment or otherwise for the protection of the environment. Similar laws apply in many foreign jurisdictions in which we operate or may operate in the future. Although current operations have not been significantly affected by compliance with these environmental laws, governments are becoming increasingly sensitive to environmental issues, and we cannot predict what impact future environmental regulations may have on our business. We do not anticipate making any material capital expenditures for environmental control purposes.

### PERSONNEL

At December 31, 2003, we had 827 employees of which 622 employees were engaged in operations, 57 in sales and marketing, and 148 in finance, administration and management functions.

None of our employees are covered by a collective bargaining agreement, and we believe that we have a good relationship with our employees.

### DISCONTINUED OPERATIONS

Prior to the first quarter of 2001, our principal business was developing early-stage technology businesses with significant Internet features and applications. Largely as a result of the significant correction in the global stock markets which began during 2000, and the corresponding decrease in the valuation of technology businesses and contraction in the availability of venture financing, we changed our business strategy to focus on the acquisition of operating businesses within a particular industry segment.

After having evaluated a number of different industries, during the second quarter of 2001 we focused our acquisition efforts specifically on the transportation and logistics industry as it:

- o demonstrated significant growth characteristics as an increasing number of businesses outsource their supply-chain management in order to achieve cost-effective logistics solutions;
- o is positioned for further consolidation as many sectors of the industry remain fragmented; and
- o is capable of achieving enhanced efficiencies through the adoption of e-commerce and other technologies.

This decision occurred in conjunction with our June 21, 2001 appointment of Dennis L. Pelino as our Chairman and Chief Executive Officer. Mr. Pelino brings to us over 25 years of logistics experience, including as President and Chief Operating Officer of Fritz Companies, Inc., where he was employed from 1987 to 1999.

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To reflect the change in business model, our financial statements have been presented in a manner in which the assets, liabilities, results of operations and cash flows related to our former business have been segregated from those of our continuing operations and are presented as discontinued operations.

### CORPORATE INFORMATION

Stonepath Group, Inc. was incorporated in Delaware in 1998. Our principal executive offices are located at 1600 Market Street, Suite 1515, Philadelphia, Pennsylvania. Our telephone number is (215) 979-8370 and our Internet website address is [www.stonepath.com](http://www.stonepath.com). We make available free of charge on our website all materials that we file with the Securities and Exchange Commission, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to these reports as soon as reasonably practicable after such materials have been filed with, or furnished to, the Securities and Exchange Commission.

### SEGMENT INFORMATION

For additional information about our business segments, see the business segment information presented in Note 16 to the consolidated financial statements.

### RISKS PARTICULAR TO OUR BUSINESS

- o IF WE ARE UNABLE TO PROFITABLY MANAGE AND INTEGRATE THE COMPANIES WE ACQUIRE OR ARE UNABLE TO ACQUIRE ADDITIONAL COMPANIES, WE WILL NOT ACHIEVE OUR GROWTH AND PROFIT OBJECTIVES.

Our goal is to build a global logistics services organization. Realizing this goal will require the acquisition of a number of diverse companies in the logistics industry covering a variety of geographic regions and specialized service offerings. There can be no assurance that we will be able to identify, acquire or profitably manage additional businesses or successfully integrate any acquired businesses without substantial costs, delays or other operational or financial problems. Further, acquisitions involve a number of risks, including possible adverse effects on our operating results, diversion of management resources, failure to retain key personnel, and risks associated with unanticipated liabilities, some or all of which could have a material adverse effect on our business, financial condition and results of operations.

- o ADDITIONAL FINANCING WILL BE REQUIRED TO IMPLEMENT OUR BUSINESS STRATEGY.

We believe that our current working capital and anticipated cash flow from operations are adequate to fund existing operations. Our ability to complete further acquisitions, however, is limited until we raise additional capital, primarily due to limitations under our existing credit facility and in view of anticipated expenditures that will be required to satisfy acquisition related earn-out payments that will be due in April 2004 and beyond. We may finance acquisitions, however, using our securities for all or some portion of the consideration. In the event that our common stock does not attain or maintain a sufficient market value or potential acquisition candidates are otherwise unwilling to accept our securities as part of the purchase price for the sale of their businesses, we may be required to utilize more of our cash resources, if available, in order to continue our acquisition program. If we do not have sufficient cash resources through either operations or from debt facilities, our growth could be limited unless we are able to obtain such additional capital.

- o EARN-OUT PAYMENTS DUE IN CONNECTION WITH OUR ACQUISITIONS COULD



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REQUIRE US TO INCUR ADDITIONAL INDEBTEDNESS OR ISSUE ADDITIONAL EQUITY SECURITIES.

We are required to make significant cash payments in the future when and if the earn-out installments for our acquisitions become due. While we believe that some portion of the required cash will be generated by each of the acquired subsidiaries, we most likely will have to secure additional sources of capital to fund some portion of the earn-out payments as they become due. This may require us to incur additional indebtedness or issue additional equity securities. We cannot be certain that we will be able to borrow any funds for this purpose on terms acceptable to us, if at all, or that once we incur such indebtedness, that we will be able to operate profitably. Additional indebtedness could negatively impact our cash flow and ability to make further acquisitions. Issuing additional

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shares of common stock or common stock equivalents to generate the required financing would increase the number of shares outstanding and further dilute the interests of our existing shareholders.

o OUR AMENDED CREDIT FACILITY PROHIBITS FURTHER ACQUISITIONS AND LIMITS EARN-OUT PAYMENTS.

The terms of our credit facility were amended on November 17, 2004 to preclude further acquisitions. The amendment also, among other things, precludes distribution of future earn-out payments unless the undrawn availability under the credit facility averages \$2.5 million for the 60 days preceding the payment and will be at least \$2.5 million after giving effect to the payment. This amendment prevents the Company from pursuing its acquisition strategy until the credit facility is replaced. It also creates the possibility that earn-out payments cannot be made when due.

o OUR AMENDED CREDIT FACILITY REQUIRES REPAYMENT ON ITS EXPIRATION DATE OF JANUARY 31, 2006.

The term of our amended credit agreement was reduced from May 15, 2007 to January 31, 2006. There is an absolute need to replace this facility on or before the expiration date to resume the Company's acquisition strategy to grow through acquisitions and to provide sufficient liquidity to continue to finance existing and future working capital needs. Although we believe the Company will generate free cash flow in 2005, it will be insufficient in amount to repay this facility and finance working capital needs of the Company at the facility's expiration date. There can be no assurance that the Company can replace this facility with a new facility containing terms with which the Company can comply.

o DUE TO OUR ACQUISITION STRATEGY, OUR EARNINGS WILL BE ADVERSELY AFFECTED BY NON-CASH CHARGES RELATING TO THE AMORTIZATION OF INTANGIBLES.

Under applicable accounting standards, purchasers are required to allocate the total consideration paid in a business combination to the identified acquired assets and liabilities based on their fair values at the time of acquisition. The excess of the consideration paid in a business combination over the fair value of the identifiable tangible assets acquired is to be allocated among identifiable intangible assets and goodwill. The amount allocated to goodwill is not subject to amortization. However, it is tested at least annually for impairment. The amount allocated to identifiable intangibles, such as customer relationships and the like, is amortized over the life of these intangible assets. This subjects us to periodic charges against our earnings to the extent of the amortization incurred for that period. Because our business strategy focuses on growth through acquisitions, our future earnings will be

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subject to greater non-cash amortization charges than a company whose earnings are derived organically. As a result, we will experience an increase in non-cash charges related to the amortization of intangible assets acquired in our acquisitions. This will create the appearance, based on our financial statements, that our intangible assets are diminishing in value, when in fact they may be increasing because we are growing the value of our intangible assets (e.g., customer relationships). Because of this discrepancy, we believe EBITDA provides a meaningful measure of our financial performance. However, the investment community generally measures a public company's performance by its net income. Thus, while we believe EBITDA provides a meaningful measure of our financial performance, should the investment community elect to place more emphasis on our net income, the future price of our common stock could be adversely affected.

- o SINCE WE ARE NOT OBLIGATED TO FOLLOW ANY PARTICULAR CRITERIA OR STANDARDS FOR ACQUISITION CANDIDATES, SHAREHOLDERS MUST RELY SOLELY ON OUR ABILITY TO IDENTIFY, EVALUATE AND COMPLETE ACQUISITIONS.

Even though we have developed general acquisition guidelines, we are not obligated to follow any particular operating, financial, geographic or other criteria in evaluating candidates for potential acquisitions or business combinations. We target companies which we believe will provide the best potential for long-term financial return for our shareholders and we determine the purchase price and other terms and conditions of acquisitions. Our shareholders will not have the opportunity to evaluate the relevant economic, financial and other information that we will use and consider in deciding whether or not to enter into a particular transaction.

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- o THE SCARCITY OF, AND COMPETITION FOR, ACQUISITION OPPORTUNITIES MAKES IT MORE DIFFICULT TO COMPLETE ACQUISITIONS.

There are a limited number of operating companies available for acquisition which we consider desirable. In addition, there is a high level of competition to acquire these operating companies. A large number of established and well-financed entities are active in acquiring the type of companies we believe are desirable. Many of these entities have significantly greater financial resources than we have. Consequently, we are at a competitive disadvantage in negotiating and executing possible acquisitions of these businesses. Even if we are able to successfully compete with these entities, this competition may affect the terms of completed transactions and, as a result, we may pay more than we expected for potential acquisitions. We may find it difficult to identify operating companies that complement our strategy, and even if we identify a company that complements our strategy, we may be unable to complete an acquisition of such a company for many reasons, including:

- o a failure to agree on the terms necessary for a transaction, such as purchase price;
- o incompatibility of operating strategies and management philosophies;
- o competition from other acquirers of operating companies;
- o insufficient capital to acquire a profitable logistics company; and
- o the unwillingness of a potential acquiree to work with our management or our affiliated companies.

We will not be able to successfully implement our business plan if we are unable to successfully compete with other entities in acquiring the companies we target.

- o THE ISSUANCE OF ADDITIONAL SECURITIES MAY CAUSE ADDITIONAL DILUTION

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TO THE INTERESTS OF OUR EXISTING SHAREHOLDERS.

The additional financing required to fund our acquisition strategy may require us to issue additional shares of common stock or common stock equivalents to generate the required financing. For example, we issued 6,024,908 shares of our common stock in a private placement transaction that closed in October 2003. We could offer additional shares in private placements transactions or public offerings. We recently filed a "shelf" registration statement with the SEC that will enable us to publicly sell \$50.0 million of securities in the near term. Any issuances of securities in the future will further increase the number of shares outstanding and further dilute the interests of our existing shareholders. We may issue more shares of common stock for this purpose without prior notice to our shareholders.

We may also issue securities to, among other things, facilitate a business combination, acquire assets or stock of another business, compensate employees or consultants or for other valid business reasons at the discretion of our Board of Directors, which could further dilute the interests of our existing shareholders.

o THE EXERCISE OR CONVERSION OF OUR OUTSTANDING OPTIONS, WARRANTS OR OTHER CONVERTIBLE SECURITIES OR ANY DERIVATIVE SECURITIES WE ISSUE IN THE FUTURE WILL RESULT IN THE DILUTION OF OUR EXISTING SHAREHOLDERS AND MAY CREATE DOWNWARD PRESSURE ON THE TRADING PRICE OF OUR COMMON STOCK.

We are currently authorized to issue 100,000,000 shares of common stock. As of March 1, 2004, we had 39,004,242 outstanding shares of common stock. We may in the future issue up to 16,221,867 additional shares of our common stock upon conversion or exercise of existing outstanding convertible securities, options and warrants in accordance with the following schedule:

	Number of Shares	Proceeds
Shares issuable upon conversion of the Series D preferred stock	3,093,970	\$ -
Options outstanding under our stock option plan	10,313,634	15,522,126
Non-plan options	1,326,700	2,774,250
Warrants	1,487,563	1,547,573
	-----	-----
Total	16,221,867	\$ 19,843,949
	=====	=====

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Even though the aggregate exercise of these securities could generate material proceeds for us, the issuance of these additional shares of common stock would result in the dilution of the ownership interests of our existing common shareholders and the market price of our common stock could be adversely affected.

o WE RELY ON A SMALL NUMBER OF KEY CUSTOMERS, THE LOSS OF ANY OF WHICH WOULD HAVE A NEGATIVE EFFECT ON OUR RESULTS OF OPERATIONS.

Even though our customer base is diversifying as we grow through acquisitions, it remains highly concentrated. For the year ended December 31, 2003 our largest customer, Best Buy Co., Inc., a national retail chain, accounted for approximately 24% of our total revenue. Our next five largest customers accounted for approximately 22% of our total revenue, with none of these customers accounting for 10% or more of our total revenue. We believe the risk posed by this concentration is mitigated by our longstanding and continuing

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relationships with these customers and we are confident that these relationships will remain ongoing for the foreseeable future. We intend to continue to provide superior service to all of our customers and have no expectation that revenue from any of these customers will be reduced as a result of any factors within our control. However, adverse conditions in the industries of our customers could cause us to lose a significant customer or experience a decrease in shipment volume. Either of these events could negatively impact us. Our immediate plans, however, are to reduce our dependence on any particular customer or customers by increasing our sales and customer base by, among other things, diversifying our service offerings and continuing with our growth strategy.

- o THE RISKS ASSOCIATED WITH INTERNATIONAL OPERATIONS COULD ADVERSELY AFFECT OUR OPERATIONS AND ABILITY TO GROW OUTSIDE OF THE UNITED STATES.

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 expanding into the transportation of goods wholly outside of the United States. The following factors could adversely affect our current international operations as well as the growth of those operations:

- o the political and economic systems in certain international markets are less stable than in the United States;
  - o wars, civil unrest, acts of terrorism and other conflicts exist in certain international markets;
  - o export restrictions, tariffs, licenses and other trade barriers can adversely affect the international trade serviced by our international operations;
  - o managing distant operations with different local market conditions and practices is more difficult than managing domestic operations;
  - o differing technology standards in other countries present difficulties and incremental expense in integrating our services across international markets;
  - o complex foreign laws and treaties can adversely affect our ability to compete; and
  - o our ability to repatriate funds may be limited by tax ramifications and foreign exchange controls.
- o TERRORIST ATTACKS AND OTHER ACTS OF VIOLENCE OR WAR MAY AFFECT ANY MARKET ON WHICH OUR SHARES TRADE, THE MARKETS IN WHICH WE OPERATE, OUR OPERATIONS AND OUR PROFITABILITY.

Terrorist acts or acts of war or armed conflict could negatively affect our operations in a number of ways. Any of these acts could result in increased volatility in or damage to the United States and worldwide financial markets and economy. Acts of terrorism or armed conflict, and the uncertainty caused by such conflicts, could cause an overall reduction in worldwide sales of goods and corresponding shipments of goods. This would have a negative

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effect on our operations. Also, terrorist activities similar to the type experienced on September 11, 2001 could result in another halt of trading of securities on the American Stock Exchange, which could also have an adverse effect on the trading price of our shares and overall market capitalization.

- o WE DEPEND ON THE CONTINUED SERVICE OF CERTAIN EXECUTIVE OFFICERS. WE CAN NOT ASSURE YOU THAT WE WILL BE ABLE TO RETAIN THESE PERSONS.

For the foreseeable future, our success will depend largely on the continued services of Dennis L. Pelino, our Chairman, as well as Jason Totah (our Chief Executive Officer, effective October 20, 2004), because of their collective industry knowledge, marketing skills and relationships with major vendors and customers. We have employment agreements with each of these individuals which contain a non-competition covenant which survives their actual term of employment. Nevertheless, should either of these individuals leave the Company, it could have a material adverse effect on our future results of operations. Effective July 15, 2004, Gary Koch resigned. Mr. Koch previously headed our domestic service organization, which now reports to Mr. Totah.

- o WE FACE INTENSE COMPETITION IN OUR INDUSTRY.

The freight forwarding, logistics and supply chain management industry is intensely competitive and is expected to remain so for the foreseeable future. We face competition from a number of companies, including many that have significantly greater financial, technical and marketing resources. There are a large number of companies competing in one or more segments of the industry, although the number of firms with a global network that offer a full complement of freight forwarding and supply chain management services is more limited. Depending on the location of the customer and the scope of services requested, we must compete against both the niche players and larger entities. In addition, customers increasingly are turning to competitive bidding situations involving bids from a number of competitors, including competitors that are larger than we are.

- o OUR STOCK PRICE MAY BE VOLATILE DUE TO FACTORS UNDER, AS WELL AS OUT OF, OUR CONTROL.

The market price of our common stock has been highly volatile. Some factors that may affect the market price in the future include:

- o actual or anticipated fluctuations in our operating results;
- o announcements of technological innovations or new commercial products or services by us or our competitors;
- o a continued weakening of general market conditions which in turn could have a depressive effect on the volume of goods shipped and shipments that we manage or arrange;
- o acts of global terrorism or armed conflicts; and
- o changes in recommendations or earnings estimates by us or by securities analysts.

Furthermore, the stock market has historically experienced volatility which has particularly affected the market prices of securities of many companies with a small market capitalization and which sometimes has been unrelated to the operating performances of such companies.

- o OUR CASH FLOW WILL BE ADVERSELY AFFECTED IN THE FUTURE ONCE WE MAKE USE OF OUR CONSOLIDATED NET OPERATING LOSS CARRYFORWARD AVAILABLE TO OFFSET FUTURE EARNINGS.

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Due to losses we incurred in our former business model, we have accumulated a net operating loss carryforward for federal income tax purposes. As of December 31, 2003, approximately \$24.9 million of these losses were available to offset our taxable income until the losses are fully utilized. Once these available losses have been utilized, our cash flows will be affected accordingly. We do not anticipate paying federal income taxes in the near future as we expect that our existing net operating loss carryforward should be sufficient to offset any taxable income that is generated.

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However, additional sales of our securities could have the effect of significantly limiting our ability to utilize our existing net operating loss carryforward in the future.

o IF WE FAIL TO IMPROVE OUR MANAGEMENT INFORMATION AND FINANCIAL REPORTING SYSTEMS, WE MAY EXPERIENCE AN ADVERSE EFFECT ON OUR OPERATIONS AND FINANCIAL CONDITION.

Our management information and financial reporting systems need to be improved.

In January 2004, we restated our 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 the result of an error discovered in the legacy accounting processes of Stonepath Logistics International Services, Inc. (f/k/a Global Transportation Systems, Inc.) and Global Container Line, Inc., its wholly owned subsidiary. We determined that a process error existed which resulted in the failure to eliminate certain intercompany transactions in consolidation. This process error had been embedded within the legacy accounting processes of Global Transportation Systems, Inc. for a period which began substantially before its acquisition by the Company in April 2002. This error caused an overstatement of total revenue and a corresponding overstatement of the cost of transportation, with no resulting impact on net revenue, EBITDA or net income.

On September 21, 2004, the Company announced in a filing with the Securities and Exchange Commission on Form 8-K that its consolidated financial statements for 2003 and the first and second quarters of 2004 should not be relied upon. Since that filing, the Company has analyzed its costs of purchased transportation and certain revenue transactions. The results of this analysis led the Company to restate its consolidated financial statements with respect to those items as well as consequential effects on income taxes and earn-out payments for the years ended December 31, 2003, 2002 and 2001. These errors resulted in an overstatement of revenues by \$0.2 million in 2003, an understatement in purchased transportation costs by \$4.4 million in 2003, \$1.6 million in 2002, and \$0.3 million in 2001 and an understatement of income tax expense of \$2.0 million in 2003, \$0.3 million in 2002 and \$0.1 million in 2001. These restatements also reduced goodwill by \$4.3 million at December 31, 2003 and \$1.3 million at December 31, 2002. Net income was reduced by \$7.9 million, including a reserve of \$1.3 million related to excess earn-out payments in 2003, \$1.9 million in 2002 and \$0.3 million in 2001.

We believe that the presence of the error in the second preceding paragraph, in and of itself, constitutes a reportable condition while the error in the first preceding paragraph constitutes a material weakness as defined under standards established by the American Institute of Certified Public Accountants. A reportable condition is a significant deficiency in the design or operation of internal controls, which could adversely affect an organization's ability to initiate, record, process and report financial data consistent with

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the assertions of management in the financial statements. A material weakness in internal accounting control is a condition in which the specific control procedures or the degree of compliance with them do not reduce to relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements may occur and not be detected within a timely period by employees in the normal course of performing their assigned tasks. To specifically respond to these matters, and in general to meet our obligations under Section 404 of the Sarbanes-Oxley Act of 2002, we have commenced an overall review of our internal controls over financial reporting. As part of the assessment of our internal controls over financial reporting, we are focusing on our recent growth in terms of both size and complexity, coupled with the fact that our finance and accounting functions are largely decentralized. Although this review is not yet completed, we have initiated immediate changes in the processes to correct the errors that occurred and to reduce the likelihood that similar errors could occur in the future.

While we believe we have a plan that, when completed, will eliminate the reportable condition and material weakness described above, we may experience delays, disruptions and unanticipated expenses in completing that plan and in otherwise implementing, integrating and operating our consolidated management information and financial reporting systems. Failure to enhance these systems could delay our receipt of management and financial information at the consolidated level which could disrupt our operations or impair our ability to monitor our operations and have a negative effect on our financial condition.

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o BECAUSE WE ARE A HOLDING COMPANY, WE DEPEND ON RECEIVING DISTRIBUTIONS FROM OUR SUBSIDIARIES AND WE COULD BE HARMED IF SUCH DISTRIBUTIONS COULD NOT BE MADE IN THE FUTURE.

We are a holding company and all of our operations are conducted through subsidiaries. Consequently, we rely on dividends or advances from our subsidiaries. The ability of our subsidiaries to pay dividends and our ability to receive distributions from those subsidiaries are subject to applicable local law and other restrictions including, but not limited to, applicable tax laws. Such laws and restrictions could limit the payment of dividends and distributions to us which would restrict our ability to continue operations.

o WE BELIEVE OUR INDUSTRY IS CONSOLIDATING AND IF WE CANNOT GAIN SUFFICIENT MARKET PRESENCE, WE MAY NOT BE ABLE TO COMPETE SUCCESSFULLY AGAINST LARGER GLOBAL COMPANIES.

We believe the market trend within our industry is towards consolidation of the niche players into larger companies which are attempting to increase global operations through the acquisition of regional and local freight forwarders. If we cannot gain sufficient market presence or otherwise establish a successful strategy in our industry, we may not be able to compete successfully against larger companies in our industry with global operations.

o WE MAY BE REQUIRED TO INCUR MATERIAL EXPENSES IN DEFENDING OR RESOLVING OUTSTANDING LAWSUITS WHICH WOULD ADVERSELY AFFECT OUR RESULTS OF OPERATIONS.

We are a defendant in a number of legal proceedings, including those we have identified as material in our periodic SEC filings. Although we believe that the claims asserted in these proceedings are without merit, and we intend to vigorously defend these matters, we could incur material expenses in the defense and resolution of these matters. Since we have not established any reserves in connection with these claims, any such liability would be recorded

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as an expense in the period incurred or estimated. This amount, even if not material to our overall financial condition, could adversely affect our results of operations in the period recorded.

o WE HAVE A LIMITED OPERATING HISTORY UPON WHICH YOU CAN EVALUATE OUR PROSPECTS.

During 2001, we discontinued our former business model of developing early-stage technology businesses, and adopted a new model of delivering non-asset based third-party logistics services. The first acquisition under our new business model occurred on October 5, 2001. Subsequent acquisitions were completed during 2002, 2003 and 2004. As a result, we have a limited operating history under our current business model. Even though we are managed by senior executives with significant experience in the industry, our limited operating history makes it difficult to predict the longer-term success of our business model.

o PROVISIONS OF OUR CHARTER AND APPLICABLE DELAWARE LAW MAY MAKE IT MORE DIFFICULT TO COMPLETE A CONTESTED TAKEOVER OF OUR COMPANY.

Certain provisions of our certificate of incorporation and the General Corporation Law of the State of Delaware (the "GCL") could deter a change in our management or render more difficult an attempt to obtain control of us, even if such a proposal is favored by a majority of our shareholders. For example, we are subject to the provisions of the GCL that prohibit a public Delaware corporation from engaging in a broad range of business combinations with a person who, together with affiliates and associates, owns 15% or more of the corporation's outstanding voting shares (an "interested shareholder") for three years after the person became an interested shareholder, unless the business combination is approved in a prescribed manner. Finally, our certificate of incorporation includes undesignated preferred stock, which may enable our Board of Directors to discourage an attempt to obtain control of us by means of a tender offer, proxy contest, merger or otherwise.

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## ITEM 2. PROPERTIES

The Company does not own any real estate and currently leases all of its facilities.

Our corporate headquarters is located at 1600 Market Street, Suite 1515, Philadelphia, Pennsylvania where we lease approximately 4,000 square feet of office space.

As of March 1, 2004, we leased and maintained logistics facilities in 23 locations throughout the United States plus 11 international locations. The majority of these locations are operating terminals that contain office space and warehouse or cross-dock facilities and range in size from approximately 1,200 square feet to 160,000 square feet. A few of these facilities are limited to a small sales and administrative office.

Lease terms for our principal properties are generally up to five years and terminate at various times through 2010, while a few of the smaller facilities are leased on a month-to-month basis. The Company believes that current leases can be extended and that suitable alternative facilities are available in the vicinity of existing facilities should extensions be unavailable or undesirable at the end of the current lease arrangements.

Our facilities are situated in the following locations:



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Philadelphia, Corporate headquarters	New York, NY
Minneapolis (2 locations)	El Paso
Seattle	Boston
Chicago	Portland, ME
Detroit	Los Angeles
Dallas/Fort Worth	San Francisco
St. Louis	Miami
Atlanta	Puerto Rico
Indianapolis	Hong Kong
Phoenix	Singapore (2 locations)
Salt Lake City	Malaysia (3 locations)
Washington, D.C. (2 locations)	Cambodia
Norfolk	Shanghai, PRC (2 locations)
Milwaukee	Nanjing, PRC

### ITEM 3. LEGAL PROCEEDINGS

The Company has been 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 actions are officers Dennis L. Pelino and Thomas L. Scully and former officer Bohn H. Crain. These cases have now been consolidated for all purposes in that Court under the caption *In re Stonepath Group, Inc. Securities Litigation*, Civ. Action No. 04-4515. The plaintiffs seek to represent a class of purchasers of the Company's shares between May 7, 2003 and September 20, 2004, and allege claims for securities fraud under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. These claims are based upon the allegation that certain public statements made during the period from May 7, 2003 through August 9, 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 are seeking compensatory damages, attorneys' fees and costs, and further relief as may be determined by the Court. The Court's order consolidating the eight lawsuits envisions that the plaintiffs will file a consolidated amended complaint, which has not yet occurred. The Company and the individual defendants believe that the plaintiffs' claims are without merit and intend to vigorously defend against them.

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The Company has been 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 are 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 alleges 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 are 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 May 7, 2003 through August 9, 2004, were materially misleading

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because they failed to disclose that the Company's Domestic Services operations had improperly accounted for accrued purchased transportation costs. The derivative action seeks compensatory damages in favor of the Company, attorneys' fees and costs, and further relief as may be determined by the Court. The defendants believe that this action is without merit, have filed a motion to dismiss this action, and intend to vigorously defend themselves against the claims raised in this action.

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 these 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 proceedings.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the American Stock Exchange under the symbol "STG." The table below sets forth the high and low prices for our common stock for the quarters included within 2003 and 2002.

	HIGH	LOW
	-----	-----
Year ended December 31, 2003		
First quarter	\$ 1.84	\$ 1.40
Second quarter	2.79	1.75
Third quarter	3.14	2.00
Fourth quarter	2.99	2.26
Year ended December 31, 2002		
First quarter	2.15	1.20
Second quarter	2.95	1.10
Third quarter	1.70	0.95
Fourth quarter	1.74	1.01

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### SHARE INFORMATION

As of March 1, 2004 there were 39,004,242 shares of our common stock outstanding, owned by 266 registered holders of record. Management estimates there are over 3,000 stockholders holding their stock in nominee name. We have not paid cash dividends on our common stock and do not anticipate or contemplate paying cash dividends in the foreseeable future. We plan to retain any earnings for use in the operations of our business and to fund our acquisition strategy. Furthermore, we are limited in our ability to pay dividends under the terms of our outstanding credit facility.

### EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information, as of December 31, 2003, with respect to the Company's stock option plan under which common stock is authorized for issuance, as well as other compensatory options granted outside of the Company's stock option plan.

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PLAN CATEGORY	(a) NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	(b) WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS
Equity compensation plans approved by security holders	8,769,434	\$ 1.27
Equity compensation plans not approved by security holders	1,834,700	\$ 1.79
Total	10,604,134	\$ 1.36

(1) Does not include options to purchase 542,499 shares of our common stock under the Company's stock option plan which have been exercised.

RECENT SALES OF UNREGISTERED SECURITIES

1. On November 26, 2003, we issued an aggregate of 592,273 shares of our common stock to G-Link Express Pte., Ltd. and G-Link Express (Cambodia) Pte., Ltd., in consideration for the excess working capital component associated with the acquisition of the assets and operations of the Singapore and Cambodia offices of the G-Link Group of companies. The shares were valued at \$1,516,220 (\$2.56 per share) and were issued in a private placement transaction exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(2) and Rule 506 thereunder, as an issuer transaction not involving a public offering, and pursuant to Regulation S.

2. On December 17, 2003, we issued 87,164 shares of our common stock to East Ocean Logistics Ltd. as partial consideration for the acquisition of the assets and operations associated with the Hong Kong-based business of East Ocean Logistics Ltd. The shares were valued, for purposes of the acquisition, at \$227,500 (\$2.61 per share), and were issued in a private placement transaction exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(2) and Rule 506 thereunder, as an issuer transaction not involving a public offering, and pursuant to Regulation S.

3. On December 22, 2003, we issued an aggregate of 48,676 shares of our common stock to GLE Transport Services Sdn. Bhd., GLE Shipping Penang Sdn. Bhd. and GLE Shipping (Johor Bahru) Sdn. Bhd. as partial consideration for the acquisition of the assets and operations of three Malaysian offices of the G-Link Group of companies. The shares were valued, for purposes of the acquisition, at \$119,355 (\$2.452 per share), and were issued in a private placement transaction exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(2) and Rule 506 thereunder, as an issuer transaction not involving a public offering, and pursuant to Regulation S.

4. On December 22, 2003, we issued 66,284 shares of our common stock to Planet Logistics Pte. Ltd. as partial consideration for the acquisition of the assets and operations associated with the Singapore-based business of Planet Logistics Pte. Ltd. The shares were valued, for purposes of the acquisition, at

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\$173,000 (\$2.61 per share), and

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were issued in a private placement transaction exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(2) and Rule 506 thereunder, as an issuer transaction not involving a public offering, and pursuant to Regulation S.

5. On February 9, 2004, we issued 630,915 shares of our common stock to Andy Tsai as partial consideration for the acquisition of an interest in the freight forwarding business formerly operated by Mr. Tsai as the Shanghai branch of Shaanxi Sunshine Express International Co., Ltd. The shares were valued, for purposes of the acquisition, at \$2,000,000 (\$3.17 per share), and were issued in a private placement transaction exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(2) and Rule 506 thereunder, as an issuer transaction not involving a public offering, and pursuant to Regulation S.

### ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data as of and for the dates indicated have been derived from our consolidated financial statements and the combined financial statements of our predecessor, Air Plus. You should read the following selected financial data together with the consolidated financial statements and related footnotes of the Company, the combined financial statements and related footnotes of Air Plus and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The selected consolidated statement of operations data of the Company for each of the years in the three-year period ended December 31, 2003 and the balance sheet data of the Company as of December 31, 2003 and 2002 are derived from the Company's consolidated financial statements, as revised to reflect the restatement as more fully discussed in Note 3 to the consolidated financial statements, that have been audited by KPMG LLP and are included in this Annual Report on Form 10-K/A. The selected consolidated statement of operations data of the Company for the years ended December 31, 2000 and 1999 and the balance sheet data of the Company as of December 31, 2001, 2000 and 1999 are derived from the Company's audited consolidated financial statements (after reclassification for discontinued operations, as discussed below) which are not included in this Annual Report on Form 10-K/A.

The selected combined statement of operations data of Air Plus for the six months ended June 30, 2001 is derived from Air Plus' combined financial statements which are unaudited and which are not included in this Annual Report on Form 10-K/A.

From inception through the first quarter of 2001, our principal business strategy focused on the development of early-stage technology businesses with significant Internet features and applications. In June 2001, we adopted a new business strategy to build a global integrated logistics services organization by identifying, acquiring and managing controlling interests in profitable logistics businesses. On December 28, 2001, the Board of Directors approved a plan to dispose of all of the assets related to the former business, since the investments were incompatible with our new business strategy. Accordingly, for financial reporting purposes, the results of operations of our former line of business have been accounted for as a discontinued operation and have been reclassified and reported as a separate line item in the statements of operations.

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CONSOLIDATED STATEMENT OF OPERATIONS DATA:  
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

STONEPATH GROUP, INC.  
YEAR ENDED DECEMBER 31,

	RESTATED 2003	RESTATED 2002	RESTATED 2001	2000
Total revenue	\$ 220,084	\$ 122,788	\$ 15,598	\$
Cost of transportation	158,106	86,085	10,009	
Net revenue	61,978	36,703	5,589	
Operating expenses	60,300	35,956	10,409	7,4
Income (loss) from operations	1,678	747	(4,820)	(7,4
Other income (expense)	(1,278)	128	1,295	2,0
Income (loss) from continuing operations before income taxes and minority interest	400	875	(3,525)	(5,3
Income tax expense	736	421	71	
Income (loss) from continuing operations before minority interest	(336)	454	(3,596)	(5,3
Minority interest	187	--	--	
Income (loss) from continuing operations	(523)	454	(3,596)	(5,3
Loss from discontinued operations	(263)	--	(13,863)	(30,8
Net income (loss)	(786)	454	(17,459)	(36,1
Preferred stock dividends	--	15,020	(4,151)	(45,7
Net income (loss) attributable to common stockholders	\$ (786)	\$ 15,474	\$ (21,610)	\$ (81,9
Basic earnings (loss) per common share:				
Continuing operations	\$ (0.02)	\$ 0.70	\$ (0.38)	\$ (2.
Discontinued operations	(0.01)	--	(0.68)	(1.
	\$ (0.03)	\$ 0.70	\$ (1.06)	\$ (4.
Diluted earnings (loss) per common share (1)				
Continuing operations	\$ (0.02)	\$ 0.02	\$ (0.38)	\$ (2.
Discontinued operations	(0.01)	--	(0.68)	(1.
	\$ (0.03)	\$ 0.02	\$ (1.06)	\$ (4.
Weighted average common shares:				
Basic	29,626	22,155	20,510	17,6
Diluted	29,626	29,233	20,510	17,6

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CONSOLIDATED BALANCE SHEET DATA: (IN THOUSANDS)

STONEPATH GROUP, INC.					
DECEMBER 31,					
	RESTATED	RESTATED	RESTATED		
	2003	2002	2001		
	2000	1999			
Cash and cash equivalents	\$ 3,074	\$ 2,266	\$ 15,228	\$ 29,100	\$ 3,127
Working capital (deficit)	13,127	4,709	15,081	27,713	(4,213)
Total assets	90,269	53,985	40,714	44,911	13,989
Long-term debt and redeemable preferred stock	1,135	--	--	--	4,516
Stockholders' equity	56,323	33,165	32,092	43,326	1,701

(1) Diluted earnings per common share for 2002 excludes the impact of the July 18, 2002 exchange transaction with the holders of the Company's Series C Preferred Stock.

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### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion is intended to further the reader's understanding of our financial condition and results of operations and should be read in conjunction with our consolidated financial statements and related notes included elsewhere herein. This discussion also contains statements that are forward-looking. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of the risks and uncertainties set forth elsewhere in this Annual Report and in our other SEC filings. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date hereof.

#### 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-definite 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 value added supply chain management services, including warehousing, order fulfillment and inventory control solutions. We service a customer base of manufacturers, distributors and national retail chains through a network of offices in 21 major metropolitan areas in North America, Puerto Rico and ten locations in Asia, using an extensive network of independent carriers and service partners strategically located around the world.

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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 have identified a need to restructure certain of our businesses commencing in the fourth quarter of 2004. This restructuring will involve the integration of duplicate facilities, abandonment of a major facility, rationalization of personnel and certain other actions. Further limiting our acquisitions strategy is the seventh amendment to our credit facility with LaSalle Business Credit, LLC (see Note 8 to the consolidated financial statements). This amendment includes, among other covenants, a prohibition on further acquisitions and conditions to the payment of contractually obligated earn-out payments. Notwithstanding these conditions in our credit facility and our immediate term focus on restructuring certain of the businesses within the United States, we remain committed to our acquisition strategy. We plan to achieve this objective by broadening our network through a combination of synergistic acquisitions (assuming we are allowed to under a replacement credit facility, if available) and the organic expansion of our existing base of operations. Once resumed, the focus of this strategy will be on acquiring businesses that have demonstrated historic levels of profitability, have a proven record of delivering high quality services, have a customer base of large and mid-sized companies and which otherwise may benefit from our long term growth strategy and status as a public company.

Our acquisition strategy relies upon two primary factors: first, our ability to identify and acquire target businesses that fit within our general acquisition criteria and, second, the continued availability of capital and financing resources sufficient to complete these acquisitions. Our growth strategy relies upon a number of factors, including our ability to efficiently integrate the businesses of the companies we acquire, generate the anticipated economies of scale from the integration, and maintain the historic sales growth of the acquired businesses so as to generate continued organic growth. The business risks associated with these factors are discussed in Item 1 of this Report under the heading "Risks Particular to our Business."

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

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time-definite needs (first day through fifth day delivery), 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 services which include customized distribution and inventory management services, fulfillment services and other value added supply chain services.

Gross revenue represents the total dollar value of services we sell to

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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, 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 will be affected as acquisitions occur. Since all acquisitions are made using the purchase method of accounting for business combinations, our financial statements will only include the results of operations and cash flows of acquired companies for periods subsequent to the date of acquisition. Accordingly, our results of operations only reflect the operations of: Air Plus for periods subsequent to October 5, 2001; SLIS (formerly known as Global) for periods subsequent to April 4, 2002; United American for periods subsequent to May 30, 2002; TSI for periods subsequent to October 1, 2002; TRWL for periods subsequent to January 31, 2003; Regroup for periods subsequent to June 20, 2003; and CSI for periods subsequent to July 16, 2003. 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 commencing with the acquisition of G-Link's Singapore and Cambodia operations on August 8, 2003. 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 through November 30. As a result, our 2003 results include the financial results for the G-Link Cambodia and Singapore operations for the period August 8, 2003 through November 30, 2003. We also closed a number of small transactions in December of 2003, the earnings impact of which will not be reflected in our results until 2004.

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 will include material non-cash charges relating to the amortization of customer related intangible assets and other intangible assets acquired in our acquisitions. Although these charges may increase as the Company completes more acquisitions, we believe we are actually growing the value of our intangible assets (e.g., customer relationships). Thus, we believe that earnings before interest, taxes, depreciation and amortization, or EBITDA, is a useful financial measure for investors because it eliminates the effect of these non-cash costs and provides an important metric of the economic reality of the business. Accordingly, we employ EBITDA as a measure of our historical financial performance and as a benchmark for future guidance.

A significant portion of our revenue is derived from our international



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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

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transportation of goods wholly outside of the United States. A list of the factors that could adversely affect our current international operations has been included in Item 1 of this Annual Report on Form 10-K/A, under the heading "Risks Particular to our Business."

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.

### CRITICAL ACCOUNTING POLICIES

Accounting policies, methods and estimates are an integral part of the consolidated financial statements prepared by us and are based upon our current judgments. Those judgments are normally based on knowledge and experience with regard to past and current events and assumptions about future events. Certain accounting policies, methods and estimates are particularly sensitive because of their significance to the consolidated financial statements and because of the possibility that future events affecting them may differ from our current judgments. While there are a number of accounting policies, methods and estimates that affect our consolidated financial statements as described in Note 2 to the consolidated financial statements, areas that are particularly significant include revenue recognition, costs of purchased transportation, accounting for stock options, the assessment of the recoverability of long-lived assets, specifically goodwill and acquired intangibles, the establishment of an allowance for doubtful accounts and the valuation allowance for deferred income tax assets.

The Company derives its revenue from three principal sources: freight forwarding, customs brokerage, and warehousing and other value added services. As a freight forwarder, the Company is primarily a non-asset based carrier that does not own or lease any significant transportation assets. The Company generates the majority of its revenue by purchasing transportation services from direct (asset-based) carriers and using those services to provide to its customers transportation of property for compensation. The Company is able to negotiate favorable buy rates from the direct carriers by consolidating shipments from multiple customers and concentrating its buying power, while at the same time offering lower sell rates than most customers would otherwise be able to negotiate themselves. When acting as an indirect carrier, the Company will enter into a written agreement with its customers or issue a tariff and a house bill of lading to customers as the contract of carriage. When the freight is physically tendered to a direct carrier, the Company receives a separate

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contract of carriage, or master bill of lading. In order to claim for any loss associated with the freight, the customer is first obligated to pay the freight charges. Based on the terms in the contract of carriage, revenue related to shipments where the Company issues a house bill of lading is recognized when the freight is delivered to the direct carrier at origin. Costs related to the shipment are also recognized at this same time. Most transportation costs are estimated at the time of shipment and such estimates are updated for differences between estimated and actual amounts at the time invoices are processed for payment. Our revised processes for domestic purchased transportation costs require the assessment of the adequacy of the recorded estimates. All other revenue, including revenue for customs brokerage and warehousing and other value added services, is recognized upon completion of the service.

In certain instances, accounting principles generally accepted in the United States of America allow for the selection of alternative accounting methods. Two alternative methods for accounting for stock options are available - the intrinsic value method and the fair value method. We use the intrinsic value method of accounting for stock options, and accordingly, no compensation expense has been recognized for options issued at an exercise price equal to or greater than the quoted market price on the date of grant to employees, officers and directors. Under the fair value method, the determination of the pro forma amounts involves several assumptions including option life and volatility. If the fair value method were used, both basic and diluted loss per share would have increased by \$0.07 in 2003.

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As discussed in Note 2 to the consolidated financial statements, the goodwill arising from our acquisitions is not amortized, but instead is tested for impairment at least annually in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets. The impairment test requires several estimates including future cash flows, growth rates and the selection of a discount rate. In addition, the acquired intangibles arising from those transactions are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The recoverability of long-lived assets to be held and used (including our identifiable intangible assets) is measured by comparing the carrying amount of the asset to the future net undiscounted cash flows expected to be generated by the asset. In developing our future cash flow estimates, we incorporate assumptions that marketplace participants would use in their estimates, including, among other things, that (i) existing operations are evaluated on a stand-alone basis and, as such, achieve no revenue or cost synergies, (ii) no further acquisitions are made, (iii) formerly acquired companies achieve their earnings targets and their earn-outs are fully paid, (iv) future earnings are fully taxed and (v) no additional equity is raised. We cannot guarantee that our assets will not be impaired in future periods.

We maintain reserves for specific and general allowances against accounts receivable. The specific reserves are established on a case-by-case basis by management. A general reserve is established for all other accounts receivable, based on a specified percentage of the accounts receivable balance. We continually assess the adequacy of the recorded allowance for doubtful accounts, based on our knowledge concerning the customer base. While credit losses have historically been within our expectations and the provisions established, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past.

Our discontinued operations, which focused on the development of early-stage technology businesses, generated significant net operating loss

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carryforwards (NOLs) which could have value in the future. After giving effect for certain annual limitations based on changes in ownership as defined in Section 382 of the Internal Revenue Code, we estimate that approximately \$24.9 million in NOLs may be available to offset future federal taxable income. Under SFAS No. 109, Accounting for Income Taxes, we are required to provide a valuation allowance to offset deferred tax assets if, based upon available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. At December 31, 2003, the valuation allowance was \$16.0 million. Given our historical losses and our limited track record to date, we maintained a full valuation allowance against our deferred tax assets as of December 31, 2003. We had deferred tax liabilities of \$1.0 million at December 31, 2003 and approximately \$0.5 million at December 31, 2002, primarily related to the tax amortization of goodwill, which is deductible for tax purposes over a life of 15 years but is not amortized for book purposes. We do not anticipate paying federal income taxes in the near future as we expect that our existing NOLs will be sufficient to offset current taxable income, if any. However, additional sales of our securities could have the effect of significantly limiting our ability to utilize our existing NOLs in the future.

### DISCONTINUED OPERATIONS

Prior to the first quarter of 2001, our principal business was developing early-stage technology businesses with significant Internet features and applications. Largely as a result of the significant correction in the global stock markets which began during 2000, and the corresponding decrease in the valuation of technology businesses and contraction in the availability of venture financing during 2001, we elected to shift our business strategy to focus on the acquisition of operating businesses within a particular industry segment. Following a wind down of the technology business during the second quarter of 2001, we focused our acquisition efforts specifically within the transportation and logistics industry. This decision occurred in conjunction with our June 21, 2001 appointment of Dennis L. Pelino as our Chairman and Chief Executive Officer. Mr. Pelino brings to us over 25 years of logistics experience, including most recently, as President and Chief Operating Officer of Fritz Companies, Inc., where he was employed from 1987 to 1999.

To reflect the change in business model, our financial statements have been presented in a manner in which the assets, liabilities, results of operations and cash flows related to our former business have been segregated from that of our continuing operations and are presented as discontinued operations.

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### RESULTS OF OPERATIONS

Year ended December 31, 2003 compared to year ended December 31, 2002

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

	RESTATED 2003	RESTATED 2002	CHANGE	
			AMOUNT	PERCENT
Total revenue	\$ 220,084	\$ 122,788	\$ 97,296	79.2%
Transportation revenue	\$ 203,187	\$ 113,510	\$ 89,677	79.0
Cost of transportation	158,106	86,085	72,021	83.7
Net transportation revenue	45,081	27,425	17,656	64.4

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Net transportation margin	22.2%	24.2%		
Customs brokerage	10,027	6,290	3,737	59.4
Warehousing and other value added services	6,870	2,988	3,882	129.9
	-----	-----	-----	
Net revenue	\$ 61,978	\$ 36,703	\$ 25,275	68.9
	=====	=====	=====	
Net revenue margin	28.2%	29.9%		
	=====	=====		

Total revenue was \$220.1 million for the year ended December 31, 2003, an increase of \$97.3 million or 79.2% over total revenue of \$122.8 million for the comparable period in 2002. \$17.1 million or 17.6% of the increase in total revenue was attributable to the operations of the businesses we acquired in 2003; \$24.3 million or 25.0% was due to an increase in Air Plus' revenue ("same store growth"); and the remaining \$55.9 million or 57.4% of the increase was attributable to operations acquired or launched as new operations over the course of 2002 which included the SLIS and United American acquisitions as well as the newly opened office in Hong Kong.

Net transportation revenue was \$45.1 million for the year ended December 31, 2003, an increase of \$17.7 million or 64.4% over net transportation revenue of \$27.4 million for the comparable period in 2002. \$3.8 million or 21.5% of the increase in net transportation revenue was attributable to the operations of the businesses we acquired in 2003; \$5.1 million or 28.8% was due to same store growth; and the remaining \$8.8 million or 49.7% of the increase was attributable to operations acquired or launched as new operations over the course of 2002 which included the SLIS and United American acquisitions as well as the newly opened office in Hong Kong.

Net transportation margin decreased to 22.2% for the year ended December 31, 2003 from 24.2% for the comparable period in 2002. This decrease in net transportation margin is primarily the result of the addition in the second quarter of 2002 of our International Services platform, which traditionally has lower margins, and its expansion through our 2003 acquisitions of CSI and G-Link Singapore and Cambodia. Net transportation margin for the International Services platform, while still reducing the consolidated net transportation margin, did increase to 14.9% for the year ended December 31, 2003 from 13.9% for the comparable period in 2002 driven primarily by increased capacity purchasing power at our emerging Hong Kong facility. Net transportation margin for the Domestic Services platform decreased to 26.9% for the year ended December 31, 2003 from 29.2% for the comparable period in 2002 driven primarily by one low margin piece of business that the Company ultimately exited in 2004.

Customs brokerage and other value added services revenue was \$16.9 million for the year ended December 31, 2003, an increase of \$7.6 million over customs brokerage and other value added services revenue of \$9.3 million in

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the comparable period of 2002. \$3.1 million or 40.8% of the increase was attributable to same store growth; \$0.3 million or 3.9% of the increase was attributable to operations of the businesses we acquired in 2003; and the remaining \$4.2 million or 55.3% of the increase was attributable to operations acquired or launched as new operations over the course of 2002, which included the SLIS and United American acquisitions as well as the newly opened office in Hong Kong.

Net revenue was \$62.0 million for the year ended December 31, 2003, an increase of \$25.3 million or 68.9% over net revenue of \$36.7 million for the comparable period in 2002. \$4.1 million or 16.2% of the increase in net revenue

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was attributable to the operations of the businesses we acquired in 2003; \$8.3 million or 32.8% was due to same store growth; and the remaining \$12.9 million or 51.0% of the increase was attributable to an incremental quarter of SLIS and United American results and an incremental three quarters of Hong Kong results in 2003 over 2002.

Net revenue margin decreased to 28.2% for 2003 compared to 29.9% for 2002. This decrease in net revenue margin is primarily the result of the addition in the second quarter of 2002 of our International Services platform, which traditionally has lower margins, and its expansion through our 2003 acquisitions of CSI and G-Link Singapore and Cambodia. Net revenue margin for the International Services platform decreased to 25.8% for the year ended December 31, 2003 from 27.5% for the comparable period in 2002. Net revenue margin for the Domestic Services platform decreased to 29.8% for the year ended December 31, 2003 from 31.2% for the comparable period in 2002 driven primarily by one low margin piece of business that the Company ultimately exited in 2004.

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

	RESTATED 2003		RESTATED 2002		CHA
	AMOUNT	PERCENT	AMOUNT	PERCENT	AMOUNT
Net revenue	\$ 61,978	100.0%	\$ 36,703	100.0%	\$ 25,275
Personnel costs	31,888	51.5	19,089	52.0	12,799
Other selling, general and administrative costs	24,583	39.7	14,680	40.0	9,903
Depreciation and amortization	2,660	4.3	2,187	6.0	473
Litigation settlement and nonrecurring costs	1,169	1.8	--	--	1,169
Total operating costs	60,300	97.3	35,956	98.0	24,344
Income from operations	1,678	2.7	747	2.0	931
Provisions for excess earn-out payments	(1,270)	(2.1)	--	--	(1,270)
Interest income	49	0.1	91	0.3	(42)
Interest expense	(142)	(0.2)	--	--	(142)
Other income (expense), net	85	0.1	37	0.1	48
Income from continuing operations before income taxes and minority interest	400	0.6	875	2.4	(475)
Income tax expense	736	1.2	421	1.2	315
Income (loss) from continuing operations before minority interest	(336)	(0.6)	454	1.2	(790)
Minority interest	187	0.3	--	--	187
Income (loss) from continuing operations	(523)	(0.9)	454	1.2	(977)
Loss from discontinued operations	(263)	(0.4)	--	--	(263)
Net income (loss)	(786)	(1.3)	454	1.2	(1,240)
Preferred stock dividends	--	--	15,020	40.9	(15,020)

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Net income (loss) attributable to common stockholders	\$	(786)	(1.3)%	\$	15,474	42.1%	\$	(16,260)
	=====		=====	=====		=====		=====

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Personnel costs were \$31.9 million for the year ended December 31, 2003, an increase of \$12.8 million or 67.0% over personnel costs of \$19.1 million for the comparable period in 2002. \$1.4 million or 10.9% of the increase in personnel costs was attributable to the operations of the businesses we acquired in 2003; \$4.2 million or 32.8% was due to same store growth; and \$7.2 million or 56.3% of the increase was attributable to operations acquired or launched as new operations over the course of 2002 which included the SLIS and United American acquisitions as well as the newly opened office in Hong Kong. Personnel costs as a percentage of net revenue decreased to 51.5% from 52.0% year over year.

The number of employees increased to 827 at December 31, 2003 from 510 at December 31, 2002, an increase of 317 employees or 62.2%. Of the total number of employees, 622 or 75.2% of the employees are engaged in operations; 57 or 6.9% of the employees are engaged in sales and marketing; and 148 or 17.9% of the employees are engaged in finance, administration, and management functions. Additionally, approximately 185 or 58.4% of the total increase in employees was attributable to acquisitions, while approximately 130 employees or 41.6% were added to meet the demands of the increase in our business in 2003.

Other selling, general and administrative costs were \$24.6 million for the year ended December 31, 2003, an increase of \$9.9 million or 67.5% over other selling, general and administrative costs of \$14.7 million for the comparable period in 2002. \$1.7 million or 17.2% of the increase was attributable to the operations of the businesses we acquired in 2003; \$5.3 million or 53.5% was due to same store growth; and \$2.9 million or 29.3% of the increase was attributable to operations acquired or launched as new operations over the course of 2002 which included the SLIS and United American acquisitions as well as the newly opened office in Hong Kong. As a percentage of net revenue, other selling general and administrative costs decreased to 39.7% from 40.0% year over year.

Depreciation and amortization amounted to \$2.7 million for the year ended December 31, 2003, an increase of \$0.5 million or 21.6% over the comparable period in 2002 principally due to amortization of acquired intangible assets acquired in the Regroup and G-Link transactions. See Note 5 to the Company's consolidated financial statements.

Litigation and nonrecurring costs were \$1.2 million for the year ended December 31, 2003 and are comprised of \$0.8 million paid to settle litigation commenced against the Company in August 2000 in a combination of \$0.4 million in cash and \$0.4 million in Company stock, and \$0.4 million associated with the SEC review and delayed effectiveness of a registration statement filed in connection with a March 2003 private placement.

Income from operations was \$1.7 million in 2003, compared to \$0.7 million for 2002.

Provisions for excess earn-out payments represent the amount paid to former owners of acquired businesses that, as a result of the restatement of our financial performance for 2003, was in fact in excess of the amount that would have been paid out based on the restated financial results for 2003. Due to the uncertainty of collecting the excess payments, the Company has determined that the resulting receivable from the former owners should be fully reserved for. If

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excess amounts paid are recovered in the future, those proceeds would be reflected as other income in the Company's statement of operations.

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Interest income was nominal for the year ended December 31, 2003 compared to interest income of \$0.1 million for the comparable prior year period. With year over year cash balances being reduced as a result of our acquisition program, interest income remained an insignificant component of the Company's overall financial performance for the year.

Interest expense was \$0.1 million for the year ended December 31, 2003 compared to no interest expense in the comparable prior year period driven by advances on our revolving credit facility used to fund acquisitions and working capital during 2003.

Income from continuing operations before income taxes and minority interest was \$0.4 million in 2003 compared to \$0.9 million in 2002.

As a result of historical losses related to investments in early-stage technology businesses, the Company has accumulated federal NOLs. The Company has approximately \$24.9 million of NOLs as of December 31, 2003 to offset future federal taxable income. The Company does not anticipate paying significant federal income taxes in the near future because it expects that the NOLs will be sufficient to offset substantially all of its federal income tax liability, if any. In addition to minor state and foreign income taxes, the Company recorded deferred income taxes amounting to \$0.6 million and \$0.4 million for the years ended December 31, 2003 and 2002, respectively, primarily related to amortization of goodwill for income tax purposes. This provision will increase as the goodwill related to the Company's U.S.-based operations is amortized over its tax life of fifteen years.

Loss from continuing operations before minority interest was \$0.3 million in 2003, compared to income of \$0.5 million in 2002.

Minority interest for the year ended December 31, 2003 was \$0.2 million and was primarily related to the G-Link operations, acquired in August 2003, of which the Company owns a 70% interest.

The losses from discontinued operations in 2003 reflect the costs associated with the remaining lease liability of a property used in the Company's former internet business, as well as a payment made to a consultant for services provided in 2000.

Net loss was \$0.8 million in 2003, compared to net income of \$0.5 million in 2002.

In 2002, the Company recorded a net non-cash benefit of \$15.0 million associated with the restructuring of our Series C Preferred stock, after giving effect to \$1.9 million in preferred stock dividends. See Note 12 to the consolidated financial statements.

Net loss attributable to common stockholders was \$0.8 million in 2003, compared to net income attributable to common stockholders of \$15.5 million in 2002. Basic loss per share was \$0.03 for 2003 compared to earnings per share of \$0.70 for 2002. Diluted loss per share was \$0.03 for 2003 compared to earnings per share of \$0.02 for 2002. Diluted earnings per share for 2002 excludes the net effect of the Series C exchange transaction.

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Year ended December 31, 2002 compared to year ended December 31, 2001

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

	RESTATED 2002	RESTATED 2001	CHANGE	
			----- AMOUNT -----	----- PERCENT -----
Total revenue	\$ 122,788	\$ 15,598	\$ 107,190	687.2%
Transportation revenue	\$ 113,510	\$ 15,174	\$ 98,336	648.1
Cost of transportation	86,085	10,009	76,076	760.1
Net transportation revenue	27,425	5,165	22,260	431.0
Net transportation margin	24.2%	34.0%		
Customs brokerage	6,290	--	6,290	NM
Warehousing and other value added services	2,988	424	2,564	604.7
Net revenue	\$ 36,703	\$ 5,589	\$ 31,114	556.7
Net revenue margin	29.9%	35.8%		

Total revenue was \$122.8 million for the year ended December 31, 2002, an increase of \$107.2 million or 687.2% over total revenue of \$15.6 million for the comparable period in 2001. \$56.8 million or 53.0% of the increase in total revenue was attributable to the operations of the businesses we acquired in 2002; \$5.6 million or 5.2% was due to an increase in Air Plus' revenue for the fourth quarter of 2002 over the comparable period in 2001 ("same store growth"); and the remaining \$44.8 million or 41.8% of the increase was attributable to an incremental three quarters of Air Plus' operations in 2002 over 2001.

Net transportation revenue was \$27.4 million for the year ended December 31, 2002, an increase of \$22.3 million or 431.0% over net transportation revenue of \$5.2 million for the comparable period in 2001. \$8.1 million or 36.5% of the increase in net transportation revenue was attributable to acquisitions; \$1.6 million or 7.2% was due to same store growth; and the remaining \$12.6 million or 56.3% of the increase was attributable to an incremental three quarters of Air Plus' operations in 2002 over 2001.

Net transportation margin decreased to 24.2% for the year ended December 31, 2002 from 34.0% for the comparable period in 2001. This decrease in net transportation margin is primarily the result of the addition in the second quarter of 2002 of our International Services platform, which has a large ocean freight component that traditionally has lower margins. Net transportation margin for our International Services platform was 13.9% for the year ended December 31, 2002. In comparison, net transportation margin for our Domestic Services platform was 29.2% for the year ended December 31, 2002.

Customs brokerage and other value added services revenue was \$9.3 million for the year ended December 31, 2002 compared to \$0.4 million for the comparable prior year period. This increase was driven primarily by the second quarter of 2002 acquisition of SLIS, which has a significant customs brokerage operation.

Net revenue was \$36.7 million for the year ended December 31, 2002, an increase of \$31.1 million or 556.7% over net revenue of \$5.6 million for the comparable period in 2001. \$15.1 million or 48.6% of the increase in net revenue



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was attributable to the operations of the businesses we acquired in 2002; \$1.7 million or 5.5% was due to same store growth; and the remaining \$14.3 million or 45.9% of the increase was attributable to an incremental three quarters of Air Plus' operations in 2002 over 2001.

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Net revenue margin decreased to 29.9% for 2002 compared to 35.8% for 2001 driven primarily by the addition of our International Services platform in the second quarter of 2002. Net revenue margin in the International Services platform was 27.5% in 2002. In comparison, net revenue margin for our Domestic Services platform was 31.2% in 2002.

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

	RESTATED 2002		RESTATED 2001		AMOUNT
	AMOUNT	PERCENT	AMOUNT	PERCENT	
Net revenue	\$ 36,703	100.0%	\$ 5,589	100.0%	\$ 31,
Personnel costs	19,089	52.0	5,997	107.3	13,
Other selling, general and administrative costs	14,680	40.0	3,917	70.1	10,
Depreciation and amortization	2,187	6.0	495	8.8	1,
Total operating costs	35,956	98.0	10,409	186.2	25,
Income (loss) from operations	747	2.0	(4,820)	(86.2)	5,
Interest income	91	0.3	1,286	23.0	(1,
Interest expense	--	--	(4)	(0.1)	
Other income (expense), net	37	0.1	13	0.2	
Income (loss) from continuing operations before income taxes	875	2.4	(3,525)	(63.1)	4,
Income taxes	421	1.2	71	1.3	
Income (loss) from continuing operations	454	1.2	(3,596)	(64.4)	4,
Loss from discontinued operations	--	--	(13,863)	(248.0)	13,
Net income (loss)	454	1.2	(17,459)	(312.4)	17,
Preferred stock dividends	15,020	40.9	(4,151)	(74.3)	19,
Net income (loss) attributable to common stockholders	\$ 15,474	42.1%	\$ (21,610)	(386.7)%	\$ 37,

Personnel costs were \$19.1 million for the year ended December 31, 2002, an increase of \$13.1 million or 218.3% over personnel costs of \$6.0 million for the comparable period in 2001. \$8.0 million or 61.1% of the increase in personnel costs was attributable to the operations of the businesses we acquired in 2002; \$0.7 million or 5.3% was due to organic growth; and the remaining \$4.4 million or 33.6% of the increase was attributable to an incremental three quarters of Air Plus' operations in 2002 over 2001. Personnel costs as a

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percentage of net revenue decreased to 52.0% from 107.3% year over year.

The number of employees increased to 510 at December 31, 2002 from 219 at December 31, 2001, an increase of 291 employees or 132.9%. Of this increase, 240 or 82.5% of the employees are engaged in operations; 16 or 5.5% of the employees are engaged in sales and marketing; and 35 or 12.0% of the employees are engaged in finance, administration, and management functions. Additionally, 203 or 69.9% of the total increase in employees was

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attributable to acquisitions, while 88 employees or 30.1% were added to meet the demands of the increase in our business in 2002.

Other selling, general and administrative costs were \$14.7 million for the year ended December 31, 2002, an increase of \$10.8 million or 274.8% over other selling, general and administrative costs of \$3.9 million for the comparable period in 2001. \$3.6 million or 33.3% of the increase was attributable to the operations of the businesses we acquired in 2002; \$1.1 million or 10.2% was due to organic growth; and the remaining \$6.1 million or 56.5% of the increase was attributable to an incremental three quarters of Air Plus' operations in 2002 over 2001. As a percentage of net revenue, other selling general and administrative costs decreased to 40.0% from 70.1% year over year.

Depreciation and amortization amounted to \$2.2 million for the year ended December 31, 2002, an increase of \$1.7 million or 341.8% over the comparable period in 2001 principally due to amortization of intangible assets acquired in the Global and United American acquisitions and a full year of amortization of the Air Plus intangible assets acquired in October 2001.

Income from operations was \$0.7 million in 2002, compared to a loss of \$4.8 million for 2001.

Other income and net interest income totaled \$0.1 million in 2002, a decrease from \$1.3 million in 2001. Lower cash balances in 2002 compared to 2001 resulted in lower interest income in 2002 compared to 2001.

As a result of historical losses related to investments in early-stage technology businesses, the Company has accumulated federal NOLs which were offset by a tax valuation allowance. As a result, the Company does not anticipate paying any significant federal or state income taxes in the near future. Besides minor state and foreign income tax provisions in 2002, the Company provided approximately \$0.4 million in federal and state deferred taxes which arose from the amortization of goodwill for income tax purposes. There was a provision for income taxes of \$0.1 million in 2001 for deferred income taxes.

There were no losses from discontinued operations in 2002 as compared to losses from discontinued operations of \$13.9 million in 2001. These 2001 losses reflect the costs associated with our holdings in early-stage technology businesses under our previous business model, including investment losses, personnel and office costs.

Net income was \$0.5 million in 2002, compared to a net loss of \$17.5 million in 2001.

The Company recorded a net non-cash benefit of \$15.0 million associated with the restructuring of our Series C Preferred stock, after giving effect to \$1.9 million in preferred stock dividends, compared to preferred stock dividends of \$4.2 million in 2001. See Note 12 to the consolidated financial statements.

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Net income attributable to common stockholders was \$15.5 million in 2002, compared to a net loss attributable to common stockholders of \$21.6 million in 2001. Basic earnings per share was \$0.70 for 2002 compared to a loss of \$1.06 per basic share for 2001. Diluted earnings per share for 2002 excludes the net effect of the Series C exchange transaction and was \$0.02 per diluted share for 2002 compared to a loss of \$1.06 per diluted share for 2001.

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### DISCLOSURES ABOUT CONTRACTUAL OBLIGATIONS

The following table aggregates all contractual commitments and commercial obligations that affect the Company's financial condition and liquidity position as of December 31, 2003 (in thousands):

Contractual Obligations	LESS THAN 1 YEAR	1 - 3 YEARS	3 - 5 YEARS	MORE THAN 5 YEARS
Operating lease obligations	\$ 5,977	\$ 9,015	\$ 4,336	\$ 1,151
Capital lease obligations	671	1,135	--	--
Other long-term liabilities reflected on the Company's balance sheet under GAAP (a)	3,548	--	--	--
Letter of credit	160	--	--	--
<b>Total contractual obligations</b>	<b>10,356</b>	<b>10,150</b>	<b>4,336</b>	<b>1,151</b>
Contingent earn-out obligations (b) (c) (d)	--	22,698	9,618	909
<b>Total contractual and contingent obligations</b>	<b>\$ 10,356</b>	<b>\$ 32,848</b>	<b>\$ 13,954</b>	<b>\$ 2,060</b>

- (a) Consists of earn-out payments that are due in 2004 to the former owners of certain of our existing subsidiaries.
- (b) Consists of potential obligations related to earn-out payments to the former owners of our existing subsidiaries, as discussed under Liquidity and Capital Resources.
- (c) Excludes \$2.5 million contingent purchase price payable to the former members of Regroup in the third quarter of 2004 subject to the acquired operations achieving a \$3.5 million earnings target for the twelve-month period commencing July 1, 2003.
- (d) During the 2003-2008 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.

### FINANCIAL OUTLOOK

Based upon our operating results through the first nine months of 2004, we believe that gross revenues will be approximately \$340 million in 2004 and \$375 million in 2005. Due to a number of factors, including the restated financial performance of our Domestic Services operations, the Company's intent to restructure its operations to realize synergies as part of the Company's overall acquisition strategy and future efforts to realize efficiencies from a newly developed operating system, we are not able to provide guidance at this time about expected future performance beyond gross revenues.

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The restructuring initiative will include the rationalization of facilities and personnel within the U.S. Some of these initiatives have been defined but much remains to be defined and implemented. This initiative will result in a material charge which will negatively impact the Company's financial results in the fourth quarter of 2004. We will provide guidance in the future, but only after our plan is fully implemented and the newly streamlined operations have been functioning for a reasonable period of time. This moratorium on financial performance guidance will be in effect for 2005 and perhaps beyond next year. All previously issued financial guidance did not reflect the impact of the restatement or restructuring discussed above, nor was management aware of the issues giving rise to the restatement at the time that the previously issued guidance was provided. For these reasons, previously issued guidance relative to operating results for 2004 and 2005 is hereby withdrawn.

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### SOURCES OF GROWTH

Management believes that a comparison of "same store" growth is critical in the evaluation of the quality and extent of the Company's internally generated growth. This "same store" analysis isolates the financial contributions from operations that have been included in the Company's operating results for the full comparable prior year period. The table below presents "same store" comparisons for the year ended December 31, 2003 (which is the measure of any increase from the same period of 2002).

	FOR THE YEAR ENDED DECEMBER 31, 2003 -----
Domestic	36.9%
International	N/A

### LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents totaled \$3.1 million and \$2.3 million as of December 31, 2003 and 2002. Working capital totaled \$13.1 million and \$4.7 million at December 31, 2003 and 2002.

Cash used in operating activities was \$4.0 million for 2003 compared to \$0.6 million used in 2002, which included an increase of \$8.4 million in working capital.

Net cash used in investing activities was \$15.9 million in 2003 compared to \$12.5 million in 2002. Investing activities were driven principally by the acquisition of new businesses. We deployed \$9.4 million for the acquisition of new businesses in 2003 compared to \$10.5 million in 2002 and \$3.2 million in support of our web-based operating platform, Tech-Logis(TM), in 2003 compared to \$0.2 million in 2002. In addition, we funded \$2.2 million in earn-out payments in 2003.

Cash from financing activities generated \$20.7 million in 2003 compared to cash provided by financing activities of \$0.2 million in 2002, with the majority of the increase due to the Company's two private placements of equity.

We paid \$6.6 million in cash for earn-outs on or around April 1, 2004 based on the 2003 performance of certain of our acquired companies relative to

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their respective pre-tax earnings targets that we believed to be accurate at the time of the payments. Based on restated financial results for the year ended December 31, 2003, we have determined that amounts were paid in excess of amounts due by approximately \$3.1 million. These excess earn-out payments will be taken as a charge against earnings in the first quarter of 2004. We will attempt to recover the excess amounts paid from the former owners of the acquired businesses. Any amounts we recover will result in the recognition of non-operating income in the period recovered.

On July 18, 2002 we completed a private exchange transaction that eliminated approximately \$44.6 million of our Series C preferred stock. The terms of the Series C preferred stock would have significantly constrained our future growth opportunities. In return for eliminating the Series C preferred stock, we issued 1,911,071 shares of common stock, warrants to purchase 1,543,413 shares of common stock at an exercise price of \$1.00 per share for a term of three (3) years, and a new class of Series D preferred stock that would convert into 3,607,420 shares of our common stock no later than December 31, 2004. The terms of the Series D preferred stock were structured to make it much like a common equity equivalent in that (1) it receives no dividend, (2) it is subordinated to new rounds of equity, and (3) it held a limited liquidation preference which expired at the end of 2003. In addition, the holders of the Series D preferred stock were restricted from selling the common stock received upon conversion of the Series D preferred stock until July 19, 2003 and are now permitted limited resale based on trading volume through July 19, 2004. At March 1, 2004 there were 309,397 shares of the Series D preferred stock outstanding.

In March 2003, we completed a private placement of 4,470,000 shares of our common stock in exchange for gross proceeds of approximately \$6.1 million. This placement yielded net proceeds of \$5.5 million for the Company, after the payment of placement agent fees and other out-of-pocket costs associated with the placement.

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On October 16, 2003, we completed the private placement of 5,983,500 shares of our common stock at a price of \$2.20 per share. In connection with this transaction, we realized gross proceeds of \$13.2 million and paid a brokerage fee of four (4%) percent, or \$0.5 million.

We may receive proceeds in the future from the exercise of warrants and options outstanding as of March 1, 2004 in accordance with the following schedule:

	NUMBER OF SHARES	PROCEEDS
	-----	-----
Options outstanding under our stock option plan	10,313,634	\$ 15,522,126
Non-plan options	1,326,700	2,774,250
Warrants	1,487,563	1,547,573
	-----	-----
Total	13,127,897	\$ 19,843,949
	=====	=====

We believe that our current working capital, our anticipated cash flow from operations and our existing credit facility are adequate to support our existing operations. However, we will need to replace our existing credit facility and obtain additional financing to pursue our acquisition strategy. We intend to finance these acquisitions primarily through the use of cash, funds from a new debt facility, if available, and shares of our common stock or other securities. In the event that our common stock does not attain or maintain a

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sufficient market value or potential acquisition candidates are otherwise unwilling to accept our securities as part of the purchase price for the sale of their businesses, we may be required to utilize more of our cash resources, if available, in order to continue our acquisition program. If we do not have sufficient cash resources through either operations or from debt facilities, our growth could be limited unless we are able to obtain such additional capital.

To provide for near-term liquidity, we maintain a revolving credit facility (the "U.S. Facility") with LaSalle Business Credit, LLC that is collateralized by accounts receivable and other assets of the Company and its subsidiaries. The U.S. Facility is collateralized by accounts receivable and other assets of the Company and its subsidiaries. The U.S. Facility requires the Company and its U.S. subsidiaries to comply with certain financial covenants. Advances under the U.S. Facility are available to fund future working capital and other corporate purposes. Effective November 17, 2004, we amended the U.S. Facility. The amendment provides for, among other things, (a) a change in the term of the facility from the existing expiration date of May 15, 2007 to January 31, 2006, (b) a prohibition on further acquisitions by the Company, (c) a change in the interest rate from LIBOR plus 200 basis points to prime rate plus 200 basis points, (d) a reduction in the facility borrowing limit from \$25.0 million to \$22.5 million, (e) increases in various fee, (f) a prohibition on loans to, or investments in the Company's foreign subsidiaries, (g) EBITDA targets on a cumulative quarterly basis for the Company and certain subsidiaries and (h) conditions to the ability of the Company to make earn-out payments with respect to its acquired U.S. based operations. As of January 31, 2005, we had advances of \$13.9 million and we had eligible accounts receivable sufficient to support \$17.4 million in borrowings from our U.S. Facility. This U.S. Facility also included a \$5.0 million bridge loan facility available to the Company at the rate of prime plus 2.0%. The Company borrowed the full \$5.0 million available for the bridge loan facility on August 24, 2004 and subsequently repaid the bridge loan facility in full on November 26, 2004.

Effective October 27, 2004, Stonepath Holdings (Hong Kong) Limited ("Asia Holdings") entered into a \$10.0 million term credit facility with Hong Kong League Central Credit Union (the "Asia Facility") collateralized by the accounts receivable of the Company's Hong Kong and Singapore operations and an unsecured subordinated guarantee from Stonepath Group, Inc. The Asia Facility carries a term of one year and an interest rate of 15.0% for amounts outstanding thereunder. On November 4, 2004, Asia Holdings borrowed \$3.0 million under the Asia Facility.

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.

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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 increased costs of purchased transportation as a result of the

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restatement and the Company's interpretation of the underlying purchase agreement language, the cumulative adjusted earnings for Air Plus from date of acquisition through December 31, 2003 is \$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 these restatements, the amounts paid in 2003 in excess of earn-out payments due have been reclassified from goodwill to advances due from shareholders. The excess earn-out amounts applicable to 2003 earnings were previously recorded as earn-out payable at December 31, 2003. Such excess applicable to 2003 has been eliminated with a corresponding reduction in goodwill. At December 31, 2003, the excess earn-out payments related to the 2002 results of operations have been fully reserved for because of differing interpretations, by the Company and 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 (f/k/a Global Transportation Services, Inc.), a Seattle-based privately held company that 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 Global. We agreed to pay the former Global 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 Global 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 Global shareholders with an additional incentive to generate earnings in excess of the base \$2.0 million annual earnings target ("Global's tier-two earn-out"). Under Global's tier-two earn-out, the former Global 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. Global 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 2003 performance, the former Global shareholders received \$1.0 million on April 1, 2004. On a cumulative basis, Global has generated \$9.3 million in adjusted earnings, providing its former shareholders with a total of \$1.8 million in cash earn-out payments and excess earnings of \$5.8 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-definite 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

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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 the increased costs of purchased transportation as a result of the restatement and the Company's interpretation of the

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underlying purchase agreement language, the cumulative adjusted earnings for United American from the date of acquisition through December 31, 2003 is \$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 these restatements, the amounts paid in 2003 in excess of earn-out payments due have been reclassified from goodwill to advances due from shareholders. The excess earn-out amounts applicable to 2003 earnings were previously recorded as earn-out payable at December 31, 2003. Such excess applicable to 2003 has been eliminated with a corresponding reduction in goodwill. At December 31, 2003, the excess earn-out payment related to the 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, 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.

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,



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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 2003 performance, G-Link received \$0.2 million on April 1, 2004.

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 is valued at up to \$11.0 million, consisting of cash of \$3.5 million and \$2.0 million of the Company's common stock paid at 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 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

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purchase price, on a post-closing basis the Company has agreed to pay Shaanxi for 55% of its closing date working capital.

We may be required to make significant payments in the future if the earn-out installments under our various acquisitions become due, subject to limitation under the terms of our U.S. Facility. 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) (3):

	2005	2006	2007	2008	2009	TOTAL
	-----	-----	-----	-----	-----	-----
Earn-out payments:						
Domestic	\$ 9,040	\$ 8,050	\$ 2,500	\$ 2,500	\$ --	\$ 22,090

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International	2,804	2,804	3,176	1,442	909	11,135
	-----	-----	-----	-----	-----	-----
Total earn-out						
Payments	\$ 11,844	\$ 10,854	\$ 5,676	\$ 3,942	\$ 909	\$ 33,225
	=====	=====	=====	=====	=====	=====
Prior year pre-tax						
earnings targets (4)						
Domestic	\$ 12,306	\$ 12,306	\$ 3,500	\$ 3,500	\$ --	\$ 31,612
International	6,546	6,546	7,602	2,940	1,823	25,457
	-----	-----	-----	-----	-----	-----
Total pre-tax						
earnings targets	\$ 18,852	\$ 18,852	\$ 11,102	\$ 6,440	\$ 1,823	\$ 57,069
	=====	=====	=====	=====	=====	=====
Earn-outs as a percentage						
of prior year pre-tax						
earnings targets:						
Domestic	73.5%	65.4%	71.4%	71.4%	--	69.9%
International	42.8%	42.8%	41.8%	49.1%	49.9%	43.7%
Combined	62.8%	57.6%	51.1%	61.2%	49.9%	58.2%

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- (1) Excludes the impact of prior year's pre-tax earnings carryforwards (excess or shortfalls versus earnings targets).
- (2) During the 2003-2008 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) Only transactions closed as of December 31, 2003 are included in this schedule.
- (4) 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, any such liability, if at all, 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 in the period recorded.

#### NEW ACCOUNTING PRONOUNCEMENTS

In January 2003 (and revised in December 2003), the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities, which provides new guidance with respect to the consolidation of certain previously

unconsolidated entities, including special purpose entities. The adoption of Interpretation No. 46 in 2003 did not have a material impact on the Company's

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consolidated financial statements.

### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk relates primarily to changes in interest rates and the resulting impact on our interest incurred and our cash flows. We place our cash with high credit quality financial institutions and invest that cash in money market funds and investment grade securities with maturities of less than 90 days. We are averse to principal loss and ensure the safety and preservation of our invested funds by investing in only highly rated investments and by limiting our exposure in any one issuance. Our credit facility bears interest at a variable rate. If market interest rates had changed by 100 basis points, interest expense and our cash flows would have changed by approximately \$35,500 and \$47,300, respectively. We do not invest in derivative financial instruments.

### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our consolidated financial statements as of December 31, 2003 and 2002 and for each of the years in the three-year period ended December 31, 2003 and footnotes related thereto are included within Item 15(a) of this Report and may be found at pages 62 through 93. The consolidated financial statements as of December 31, 2003 and 2002 and for each of the years in the three-year period ended December 31, 2003 have been restated. The restatement primarily relates to correcting the accrual for purchased transportation and the resultant 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. Schedule II - Valuation and Qualifying Accounts, may be found on page 95.

### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

### ITEM 9A. CONTROLS AND PROCEDURES

#### 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 Stonepath Logistics International Services, Inc. (f/k/a "Global Transportation Systems, Inc.") and Global Container Line, Inc., its wholly owned subsidiary. 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 processes of Global Transportation Systems, Inc. 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, constitutes a reportable condition as defined under standards established by the American Institute of Certified Public Accountants.

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

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SLDS to follow the designed disclosure and control procedures in and of itself constitutes a material weakness as defined under standards established by the American Institute of Certified Public Accountants. 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.

On September 20, 2004, the Company announced, after having performed some additional analysis, that it had understated its accrued purchase transportation liability and related costs 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

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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 American Institute of Certified Public Accountants.

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 each constitute a reportable condition as defined under standards established by the American Institute of Certified Public Accountants.

In response to the reportable conditions and material weakness in the preceding two paragraphs, the Company is taking the following actions. With regards to the purchased transportation accrual issue, the Company has altered its methods to recognize the difference between actual costs of transportation and estimates for such costs on a timely basis. With respect to the revenue recognition errors, management of the units in question have been advised as to the proper treatment of similar transactions in the future.

The Company has restated its consolidated financial statements for 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 in internal accounting control is a condition in

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which the specific control procedures or the degree of compliance with them do not reduce to relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements may occur and not be detected within a timely period by employees in the normal course of performing their assigned tasks. The Company has implemented changes in procedures for the reporting of purchased transportation and believes that these changes will assure the proper recognitions of these costs. A reportable condition is a significant deficiency in the design or operation of internal controls, which could adversely affect an organization's ability to initiate, record, process and report financial data consistent with the assertions of management in the financial statements. To specifically respond to this matter, and in general to meet our obligations under Section 404 of the Sarbanes-Oxley Act of 2002, the Company commenced an overall review of its internal controls over financial reporting. As part of the assessment of its internal controls over financial reporting, the Company is focusing on its recent growth in terms of both size and complexity, coupled with the fact that its finance and accounting functions are largely decentralized. Although this review is not yet completed, the Company has initiated immediate changes in processes at each of these locations to correct the errors that occurred and to reduce the likelihood that similar errors could occur in the future. In addition, the Company has changed its organizational structure to require the senior financial representatives within the Domestic Services and International Services platforms to report directly to the Company's Chief Financial Officer.

As of the date of this Report, the Company believes it has a plan that, when completed, will eliminate the reportable conditions and material weakness described above.

### Disclosure Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures in connection with the filing of its initial Annual Report on Form 10-K based upon the information available at that time and concluded that the Company's disclosure controls and procedures were effective. Subsequent to that evaluation, the Company discovered the reportable conditions and material weaknesses described above (other than the reportable condition described in the first paragraph of this Item 9A which was discovered prior to December 31, 2003) and has taken the remedial actions described above. In connection with the preparation of this Form 10-K/A, the Company has carried out an additional evaluation of the effectiveness of the Company's disclosure controls and procedures. 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 conditions and material weaknesses described above, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were not effective as of the end of the period covered by this report. However, the Company believes that as a result of the remedial measures implemented by the Company, the Company's disclosure controls and procedures are now effective.

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

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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.

### Changes in Internal Control over Financial Reporting

Other than as described above, there have been no changes in the Company's internal control over financial reporting 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 III

### ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Our directors and executive officers as of March 1, 2004 were as follows:

NAME	AGE	POSITION
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Dennis L. Pelino	56	Chairman of the Board of Directors and Chief Executive Officer
Gary A. Koch	45	Chief Executive Officer of Stonepath Logistics Domestic
Jason F. Totah	44	Chief Executive Officer of Stonepath Logistics International
Bohn H. Crain	40	Chief Financial Officer and Treasurer
Stephen M. Cohen	47	Senior Vice President, General Counsel and Secretary
Thomas L. Scully	54	Vice President and Controller/Principal Accounting Officer
J. Douglass Coates	61	Director
John H. Springer (2)	47	Director
David R. Jones (1) (2)	55	Director
Aloysius T. Lawn, IV (1) (2)	45	Director
Robert McCord (1)	45	Director

- (1) Member of Audit Committee  
(2) Member of Compensation Committee

The following is a brief summary of the business experience of the foregoing directors and executive officers.

Dennis L. Pelino has served as our Chairman of the Board of Directors and Chief Executive Officer since June 21, 2001. Mr. Pelino has over two decades of executive experience in the logistics industry. From 1986 to 1999, he was employed by Fritz Companies, Inc., initially as director of International Operations and Sales and Marketing, in 1993 as its Chief Operating Officer and commencing in 1996, also as its President. Mr. Pelino was also a member of the Board of Directors of Fritz Companies from 1991 to 1999. During Mr. Pelino's tenure, he acquired or started over 50 companies for Fritz as it became one of the leading global logistics companies. Prior to Fritz, Mr. Pelino held senior executive positions in the container shipping industry and in the domestic full-service truck leasing industry. Most recently, from 1999 through 2001, Mr. Pelino has been involved as a director and principal of a number of private ventures which explored opportunities in the logistics industry and which provided consulting services relative to business opportunities in Latin America, China and other Far Eastern regions.

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Gary A. Koch serves as the Chief Executive Officer of Air Plus and Stonepath Logistics Domestic Services, Inc. Mr. Koch co-founded Air Plus in May 1990. In ten years, he built Air Plus into a transportation logistics company serving a customer base of manufacturing distributors and national retail chains with close to \$60.0 million in annual revenue, over 200 employees and 16 offices in North American cities. Mr. Koch has over twenty years of logistics experience in the U.S. and Canadian markets with expertise in traditional air freight and distribution logistics. Mr. Koch received a B.S. in Marketing from Purdue University.

Jason F. Totah serves as the Chief Executive Officer of Stonepath Logistics International Services, Inc. (SLIS, f/k/a Global Transportation Services, Inc.). Mr. Totah joined Global in 1990 and has held several positions including Seattle Branch manager and Senior Vice President, Sales and Marketing, and Senior Vice President of Sales and Operations. Prior to joining Global, he worked in international logistics for Amoco Petroleum, stationed in various locations around the world. He graduated from Oregon State in 1983 with a degree in Agriculture Engineering.

Bohn H. Crain has served as our Chief Financial Officer since January 10, 2002 and our Treasurer since May 30, 2002. Mr. Crain has over 15 years of experience in finance and accounting as well as extensive knowledge of transportation and logistics. Prior to joining Stonepath's executive team, he served from January 2001 to September 2001 as Executive Vice President and Chief Financial Officer for Schneider Logistics, Inc., a third-party logistics company. Before Schneider, Mr. Crain served from May 2000 to January 2001 as Vice President and Treasurer for Florida East Coast Industries, Inc., and from June 1989 to May 2000, he held various Vice President and treasury positions with CSX and various of its subsidiaries. Mr. Crain holds a B.S. in Business Administration - Accounting from the University of Texas.

Stephen M. Cohen has served as the Company's Senior Vice President, General Counsel and Secretary since April 2000. Since 1980, Mr. Cohen has been engaged in the practice of law, having most recently been a shareholder of Buchanan Ingersoll P.C. from March 1996 to April 2000 and a partner at Clark, Ladner, Fortenbaugh & Young from March 1990 to March 1996. Mr. Cohen's practice focused on corporate finance and federal securities matters. Mr. Cohen received a B.S. in Accounting from the School of Commerce and Finance of Villanova University, a J.D. from Temple University and a L.L.M. in Taxation from Villanova University School of Law.

Thomas L. Scully has served as our Vice President and Controller since November 19, 2001. Before joining Stonepath, Mr. Scully was a senior manager within the assurance and advisory services of Deloitte & Touche, LLP from December 1996 to November 2001. Prior to Deloitte & Touche, from October 1980 to June 1996, Mr. Scully was an audit partner at BDO Seidman, LLP where he led numerous accounting, auditing and tax engagements for publicly traded and privately-held local, national, and international clients. Prior to BDO, he held the position of audit supervisor at Coopers & Lybrand, LLP. Mr. Scully is a certified public accountant and earned a B.S. in Accounting from St. Joseph's University, Philadelphia.

J. Douglass Coates has served as a member of our Board of Directors since August 2001. He has been principal of Analytics International, Inc., a transportation, logistics and supply chain consulting firm based in San Francisco, California, since 1992. He was previously President of ACS Logistics, a division of American President Lines, and President of Milne Truck Lines, then a subsidiary of the Sun Company. Mr. Coates holds a B.S. in Engineering from Pennsylvania State University and an MBA from the Wharton School of the University of Pennsylvania.

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John H. Springer has served as a member of our Board of Directors since May 2003. Mr. Springer has extensive global supply chain management and logistics experience, having held both domestic U.S. and international logistics positions at IBM Corporation, Union Pacific Corporation's third party logistics unit, and at Dell Computer from 1995 to 2002. Mr. Springer joined Nike Inc. in 2002 and is its Director of Global Operations - Nike Golf. Mr. Springer has been active in the Council of Logistics Management throughout his career, including holding the position of President for the Central Texas region. He earned his B.S. at Syracuse University in Transportation & Distribution Management, and his MBA from St. Edwards University in Austin, Texas.

David Jones has served as a member of our Board of Directors since September 2000. Mr. Jones has been President of DR Jones Financial, Inc., a privately-held consulting firm since its formation in September 1995. He is presently a director of Financial Asset Securities Corporation, an affiliate of Greenwich Capital Markets, Inc. Prior to forming DR Jones Financial, Inc., Mr. Jones was Senior Vice President-Asset Backed Finance of Greenwich Capital Markets, Inc. from 1989 to 1995. Mr. Jones served as a Vice President, and subsequently as a Managing

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Director of The First Boston Corporation, an investment banking firm, from 1982 to 1989 and as Manager-Product Development of General Electric Credit Corp., an asset-based lender and financial services company, from 1981 to 1982. Mr. Jones is a graduate of Harvard College and has an MBA from the Amos Tuck School of Business Administration.

Aloysius T. Lawn has served as a member of our Board of Directors since February 2001. Mr. Lawn is the Executive Vice President - General Counsel and Secretary of Talk America Holdings, Inc., an integrated communications service provider with programs designed to benefit the residential and small business markets. Prior to joining Talk America Holdings, Inc. in 1996, Mr. Lawn was an attorney in private practice with extensive experience in private and public financings, mergers and acquisitions, securities regulation and corporate governance from 1985 through 1995. Mr. Lawn graduated from Yale University and Temple University School of Law.

Robert McCord has served as a member of our Board of Directors since March 2001. He is also a Managing Director of PA Early Stage, an affiliated fund of Safeguard Scientifics, Inc. At PA Early Stage, which he co-founded in 1997, Mr. McCord specializes in business development for their portfolio companies. He also serves as President and Chief Executive Officer of the Eastern Technology Council, a consortium of more than 1,200 technology-oriented companies. At the Technology Council he provides contacts, capital and information for senior executives. Mr. McCord co-founded and also serves as a principal of the Eastern Technology Fund, which provides seed and early-stage funding for technology companies in the eastern corridor. Previously, he served as Vice President of Safeguard Scientifics, Inc., a leader in identifying, developing and operating premier technology companies. Before joining Safeguard, Mr. McCord spent a decade on Capitol Hill where he served as Chief of Staff, Speechwriter and Budget Analyst in a variety of congressional offices. He specialized in budget and deregulatory issues and, as Chief Executive Officer of the bipartisan Congressional Institute for the Future, he ran a staff which tracked legislation and provided policy analyses and briefings. Mr. McCord earned his B.S., with high honors, from Harvard University and his MBA from the Wharton School.

### CODE OF ETHICS

Our Board of Directors has adopted a Code of Ethics applicable to all of our employees, including our Chief Executive Officer, Chief Financial Officer,



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and Principal Accounting Officer and Controller. A copy of our Code of Ethics is attached as an exhibit to this Annual Report on Form 10-K/A. We intend to provide any disclosures which are required by the rules of the Securities and Exchange Commission, or which we otherwise determine to be appropriate, with respect to amendments of, and waivers from our Code of Ethics by posting such disclosures on our Internet website, [www.stonepath.com](http://www.stonepath.com).

### COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT

Based solely on our review of copies of forms filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and written representations from certain reporting persons, we believe that during 2003 all reporting persons timely complied with all filing requirements applicable to them.

### ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth a summary of the compensation paid or accrued for the three fiscal years ended December 31, 2003 to or for the benefit of our Chief Executive Officer and our four most highly compensated executive officers whose total annual salary and bonus compensation exceeded \$100,000 (the "Named Executive Officers").

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SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION		ANNUAL COMPENSATION		LONG-TERM COMPENSATION AWARDS		
		SALARY	BONUS	RESTRICTED STOCK AWARDS	NUMBER OF OPTIONS (1)	
Dennis L. Pelino, Chairman and Chief Executive Officer	2003	\$ 360,000	--	--	700,000 (3)	
	2002	\$ 360,000	--	--	1,900,000 (4)	
	2001	\$ 158,691	\$ 180,000	--	1,800,000 (5)	
Stephen M. Cohen, Senior Vice President, General Counsel and Secretary	2003	\$ 200,000	\$ 40,000	--	60,000 (6)	\$
	2002	\$ 200,000	\$ 15,000	--	100,000 (7)	\$
	2001	\$ 227,884	\$ 50,000	--	750,000 (8)	
Bohn H. Crain, Chief Financial Officer and Treasurer	2003	\$ 200,000	--	--	325,000 (9)	
	2002	\$ 200,000	\$ 37,500	--	350,000 (10)	\$
Gary A. Koch, Chief Executive Officer of Stonepath Logistics Domestic Services, Inc.	2003	\$ 270,509	--	--	--	
	2002	\$ 264,497	--	--	--	
	2001	\$ 69,950	--	--	--	
Jason F. Totah, Chief Executive Officer of Stonepath Logistics International Services, Inc.	2003	\$ 259,436	\$ 150,000	--	--	
	2002	\$ 187,500	\$ 131,250	--	--	

(1) This table does not include options that were granted to the Named

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Executive Officers during the first quarter of 2004, as follows: 1,034,600 to Dennis L. Pelino; 100,000 to Stephen M. Cohen; 123,300 to Bohn H. Crain; 150,000 to Gary A. Koch and 93,100 to Jason F. Totah.

- (2) During the periods reflected, certain of the officers named in this table received perquisites and other personal benefits not reflected in the amounts of their respective annual salaries or bonuses. The dollar amount of these benefits did not, for any individual in any year, exceed the lesser of \$50,000 or 10% of the total annual salary and bonus reported for that individual in any year, unless otherwise noted.
- (3) These options were granted on March 10, 2003. The first grant of 300,000 options vested immediately. The second grant of 400,000 options vest to the extent of 133,334 on the first anniversary date of the award date and to the extent of 133,333 on the second and third anniversaries of the award date.
- (4) These options were granted on July 3, 2002 and vest to the extent of 633,334 on the first anniversary of the award date and to the extent of 633,333 on the second and third anniversaries of the award date, with 100% acceleration of vesting in the event of a change of control transaction. These options also vest fully upon death, disability, or termination of employment without cause.
- (5) These options were granted in conjunction with Mr. Pelino's employment by the Company on June 21, 2001 and are fully vested.

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- (6) The first grant of 10,000 options occurred on March 25, 2003. One-third of the options vested on the grant date with the remainder vesting over the following 24 months. The second grant of 50,000 options occurred on September 5, 2003. These options vest to the extent of 16,666.66 on the first, second and third anniversaries of the award date.
- (7) These options were granted on July 3, 2002. Twenty-five percent of the options vest on July 3, 2003 and the remainder vest pro rata over the following 36 months, with 100% acceleration of vesting following a change of control transaction.
- (8) These options were granted in conjunction with an amendment to Mr. Cohen's employment agreement during April 2001. They vest pro rata over the thirty-six (36) month period of his employment through April 2004, with 100% acceleration of vesting following a change of control, or upon a termination of employment without cause. In the event of death or disability, the options which would have become vested within the next 12 months become vested.
- (9) The first grant of 200,000 options occurred on February 24, 2003. Twenty-five percent of the options vested on the grant date with the remainder vesting over the following 36 months. The second grant of 25,000 options occurred on March 25, 2003. One-third of the options vested on the grant date with the remainder vesting over the following 24 months. The third grant of 100,000 occurred on September 5, 2003. These options vest to the extent of 33,333.33 on the first and second anniversaries of the award date and to the extent of 33,333.34 on the third anniversary of the award date.
- (10) 150,000 of these options were granted on January 10, 2002, of which 50,000 vested on January 10, 2003, with the remainder vesting over the following 24 months and with 100% acceleration of vesting following a change of

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control transaction or upon a termination of employment without cause. 200,000 of these options were granted on July 3, 2002, of which 50,000 vested on July 3, 2003, with the remainder vesting pro rata over the following 36 months and with 100% acceleration of vesting following a change of control transaction, or upon a termination of employment without cause.

### EMPLOYMENT AGREEMENTS

On March 10, 2004, effective as of January 1, 2004, we entered into an amended employment agreement with our Chief Executive Officer, Dennis L. Pelino. This agreement amended our prior agreements with Mr. Pelino dated February 22, 2002 and June 21, 2001. Pursuant to this amendment, we have agreed to extend the term of employment of Mr. Pelino as our Chief Executive Officer through June 2009. The amendment also increased the annual compensation payable to Mr. Pelino by granting him, in addition to his current base salary of \$360,000, options to purchase 359,000 shares of our common stock which vest in equal installments over the term of his employment. This grant of options was intended to provide Mr. Pelino with incremental compensation of \$700,000 over the term of his employment. In addition to his base salary, Mr. Pelino is entitled to bonus compensation based upon the achievement of certain target objectives, as well as discretionary merit bonuses that can be awarded at the discretion of our Board of Directors. Mr. Pelino is also entitled to certain severance benefits upon his death, disability or termination of employment. Pursuant to the employment agreement, Mr. Pelino is also entitled to fringe benefits including participation in pension, profit sharing and bonus plans, as applicable, and life insurance, hospitalization, major medical, paid vacation and expense reimbursement.

As of April 19, 2001, we entered into a three-year employment agreement with our General Counsel, Stephen M. Cohen. This was further modified effective December 27, 2001. This had the effect of amending and restating our prior employment agreement with Mr. Cohen entered into in April 2000. Pursuant to this agreement, we have agreed to employ Mr. Cohen as our General Counsel through April 19, 2004 at an annual base salary of \$200,000. In addition to his annual base salary, Mr. Cohen's employment agreement provides for bonus compensation based upon the achievement of certain target objectives, as well as discretionary merit bonuses that can be awarded at the discretion of our Board of Directors. Mr. Cohen is also entitled to certain severance benefits upon his death, disability or termination of employment. Pursuant to his employment agreement, Mr. Cohen is entitled to fringe benefits including participation in pension, profit sharing and bonus plans, as applicable, and life insurance, hospitalization, major medical, paid vacation and expense reimbursement.

Effective as of February 1, 2003, we entered into an Amended Employment Agreement with our Chief Financial Officer, Bohn H. Crain. This agreement amended and restated our prior agreement with Mr. Crain dated January 10, 2002. Pursuant to this agreement, we have agreed to employ Mr. Crain as our Chief Financial Officer through February 1, 2006 at an annual base salary of \$200,000. In addition to his annual base salary, Mr. Crain's employment agreement provides for bonus compensation based upon the achievement of certain target objectives, as well as bonus compensation determined at the discretion of the Board of Directors. Mr. Crain is also entitled to certain severance benefits upon his death, disability or termination of employment. Pursuant to his employment agreement, Mr. Crain is entitled to fringe benefits including participation in pension, profit sharing and bonus plans, as applicable, and life insurance, hospitalization, major medical, paid vacation and expense reimbursement.

### CHANGE IN CONTROL ARRANGEMENTS

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Our Chief Executive Officer, Chief Financial Officer and General Counsel are each employed under agreements that contain change in control arrangements. If employment of any of these officers is terminated following a change in control (other than for cause), then we must pay such terminated employee a termination payment equal to 2.99 times his salary and bonus, based upon the average annual bonus paid to him prior to termination of his employment. In addition, all of their unvested stock options shall immediately vest as of the termination date of their employment due to a change in control. In each of their agreements, a change in control is generally defined as the occurrence of any one of the following:

- o any "Person" (as the term "Person" is used in Section 13(d) and Section 14(d) of the Securities Exchange Act of 1934), except for the effected employee, becoming the beneficial owner, directly or indirectly, of our securities representing 50% or more of the combined voting power of our then outstanding securities;
- o a contested proxy solicitation of our stockholders that results in the contesting party obtaining the ability to vote securities representing 50% or more of the combined voting power of our then-outstanding securities;
- o a sale, exchange, transfer or other disposition of 50% or more in value of our assets to another Person or entity, except to an entity controlled directly or indirectly by us;
- o a merger, consolidation or other reorganization involving us in which we are not the surviving entity and in which our stockholders prior to the transaction continue to own less than 50% of the outstanding securities of the acquirer immediately following the transaction, or if a plan involving our liquidation or dissolution other than pursuant to bankruptcy or insolvency laws is adopted; or
- o during any period of twelve consecutive months, individuals who at the beginning of such period constituted the Board of Directors cease for any reason to constitute at least a majority of the Board of Directors unless the election, or the nomination for election by our stockholders, of each new director was approved by a vote of at least a majority of the directors then still in office who were directors at the beginning of the period.

Notwithstanding the foregoing, a "change of control" is not deemed to have occurred (i) in the event of a sale, exchange, transfer or other disposition of substantially all of our assets to, or a merger, consolidation or other reorganization involving, any entity in which the effected employee has, directly or indirectly, at least a 25% equity or ownership interest; or (ii) in a transaction otherwise commonly referred to as a "management leveraged buy-out."

In addition, the existing stock options granted to these executive officers fully vest upon a "change in control," as defined within our Stock Incentive Plan.

### DIRECTORS COMPENSATION

Non-employee directors are paid \$3,750 per quarter, provided that each member attends 75% of all meetings. In addition, a quarterly fee of \$3,750 is paid to the chairman of the Audit and Compensation Committees. Upon joining our Board of Directors, each of our non-employee directors received an option to purchase 50,000 shares of our common stock with an exercise price equal to the closing price of our common stock on the trading day prior to the date of grant.

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One-half of these options vested on the first anniversary of the director's membership on the Board, and the balance vest on the second anniversary of Board membership. On November 5, 2002 each member of our Audit Committee received options to purchase 15,000 shares of our common stock at an exercise price of \$1.45 per share (of which 50% vested on November 5, 2003 and the balance vest on November 5, 2004, contingent upon continued Board service). In addition, on January 23, 2004, the chairmen of each of our Audit Committee and Compensation Committee received options to purchase 25,000 shares of our common stock at an exercise price of \$3.05 per share (of which 50% vest on January 23, 2005 and the balance vest on January 23, 2006, contingent upon continued Board service).

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### STOCK OPTIONS AND WARRANTS

The following table sets forth information on option grants in fiscal 2003 to the Named Executive Officers.

#### OPTION GRANTS IN LAST FISCAL YEAR

NAME	NUMBER OF OPTIONS GRANTED	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL-YEAR	EXERCISE PRICE	MARKET PRICE ON DATE OF GRANT	EXPIRATION DATE	POTEN A STOCK
Dennis L. Pelino	300,000	16.79%	\$ 1.68	\$ 1.68	March 2013	\$
	400,000	22.38	2.00	1.68	March 2013	
Stephen M. Cohen	10,000	0.56	1.81	1.81	March 2013	
	50,000	2.80	2.24	2.24	September 2013	
Bohn H. Crain	200,000	11.19	1.53	1.53	February 2013	
	25,000	1.40	1.81	1.81	March 2013	
	100,000	5.60	2.24	2.24	September 2013	
Gary A. Koch	--	--	--	--	--	
Jason F. Totah	--	--	--	--	--	

The following table sets forth information concerning year-end option values for fiscal 2003 for the Named Executive Officers. The value of the options was based on the closing price of our common stock on December 31, 2003 of \$2.26.

#### FISCAL YEAR END OPTION VALUES

	SHARES ACQUIRED ON EXERCISE	VALUE REALIZED	NUMBER OF UNEXERCISED OPTIONS AT FISCAL YEAR END		VALUE OF UNEXERCISED OPTIONS AT FISCAL YEAR END
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE
Dennis L. Pelino(1)	--	--	2,733,334	1,666,666	\$ 3,374,000
Stephen M. Cohen(2)	--	--	707,917	202,083	1,143,290
Bohn H. Crain(3)	--	--	252,082	422,918	172,270
Gary A. Koch(4)	--	--	70,833	129,167	68,000
Jason F. Totah(5)	--	--	112,500	137,500	33,000

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- (1) Does not include the grant to Mr. Pelino on January 23, 2004 of options to purchase 550,000 shares of the Company's common stock at an exercise price of \$3.05 per share, or the grant to Mr. Pelino on February 26, 2004 of options to purchase 125,600 shares of the Company's common stock at an exercise price of \$3.38 per share, or the grant to Mr. Pelino on March 11, 2004 of options to purchase 359,000 shares of the Company's common stock at an exercise price of \$3.75 per share.
  - (2) Does not include the grant to Mr. Cohen on January 9, 2004 of options to purchase 100,000 shares of the Company's common stock at an exercise price of \$2.38 per share.
  - (3) Does not include the grant to Mr. Crain on January 9, 2004 of options to purchase 100,000 shares of the Company's common stock at an exercise price of \$2.38 per share, or the grant to Mr. Crain on February 26, 2004 of options to purchase 23,300 shares of the Company's common stock at an exercise price of \$3.38 per share.
  - (4) Does not include the grant to Mr. Koch on January 9, 2004 of options to purchase 150,000 shares of the Company's common stock at an exercise price of \$2.38 per share.

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- (5) Does not include the grant to Mr. Totah on January 9, 2004 of options to purchase 80,000 shares of the Company's common stock at an exercise price of \$2.38 per share, or the grant to Mr. Totah on February 26, 2004 of options to purchase 13,100 shares of the Company's common stock at an exercise price of \$3.38 per share.

Outstanding Stock Options

The Amended and Restated Stonepath Group, Inc. 2000 Stock Incentive Plan, (the "Stock Incentive Plan") covers 13,000,000 shares of common stock. Under its terms, employees, officers and directors of the Company and its subsidiaries are currently eligible to receive non-qualified stock options, restricted stock awards and incentive stock options within the meaning of Section 422 of the Code. In addition, advisors and consultants who perform services for the Company or its subsidiaries are eligible to receive non-qualified stock options under the Stock Incentive Plan. The Stock Incentive Plan is administered by the Board of Directors or a committee designated by the Board of Directors.

All stock options granted under the Stock Incentive Plan are exercisable for a period of up to ten (10) years from the date of grant. The Company may not grant incentive stock options pursuant to the Stock Incentive Plan at exercise prices which are less than the fair market value of the common stock on the date of grant. The term of an incentive stock option granted under the Stock Incentive Plan to a stockholder owning more than 10% of the issued and outstanding common stock may not exceed five years and the exercise price of an incentive stock option granted to such stockholder may not be less than 110% of the fair market value of the common stock on the date of grant. The Stock Incentive Plan contains certain limitations on the maximum number of shares of the common stock that may be awarded in any calendar year to any one individual for the purposes of Section 162(m) of the Code.

PLAN	NON-PLAN	TOTAL
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Vested as of 12/31/03	5,039,597	1,326,700	6,366,297
To vest in 2004	2,324,127	--	2,324,127
To vest in 2005	1,880,577	--	1,880,577
To vest in 2006	1,043,916	--	1,043,916
To vest in 2007	25,417	--	25,417
	-----	-----	-----
	10,313,634	1,326,700	11,640,334
	=====	=====	=====

Generally, most of the options under the Stock Incentive Plan are granted subject to periodic vesting over a period of between three and four years, contingent upon continued employment with the Company. In addition to the stock options covered by the Stock Incentive Plan, the Company has outstanding options to purchase 1,326,700 shares of common stock. The following schedule identifies the vesting schedule associated with all of the Company's outstanding options:

At March 1, 2004, these options were outstanding at the following exercise prices:

NUMBER OF OPTIONS			
PLAN	NON-PLAN	TOTAL	RANGE OF EXERCISE PRICES
3,248,334	1,109,500	4,357,834	\$0.50 to \$1.00
4,567,100	--	4,567,100	\$1.01 to \$2.00
2,498,200	144,000	2,642,200	\$2.01 to \$4.00
--	73,200	73,200	\$6.38 to \$17.50
-----	-----	-----	
10,313,634	1,326,700	11,640,334	
=====	=====	=====	

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Outstanding Warrants

As of March 1, 2004, warrants to purchase 1,487,563 shares of common stock were outstanding. Most of these warrants were granted in connection with investment related transactions. With the exception of warrants to purchase 50,000 shares at \$1.23 per share, and warrants to purchase 99,000 shares at \$1.49 per share, all of the remaining warrants are subject to an exercise price of \$1.00 per share and expire in July 2005.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following tables set forth information with respect to the beneficial ownership of common stock and Series D preferred stock owned, as of March 1, 2004, by:

- o the holders of more than 5% of any class of the Company's voting securities;
- o each of the directors;
- o each of the executive officers; and
- o all directors and executive officers of the Company as a group.

As of March 1, 2004, an aggregate of 39,004,242 shares of common stock and 309,397 shares of Series D preferred stock were issued and outstanding. Each

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share of Series D preferred stock is convertible into ten shares of our common stock. For purposes of computing the percentages under the following tables, it is assumed that all options and warrants to acquire common stock which have been issued to the directors, executive officers and the holders of more than 5% of common stock and are fully vested or will become fully vested within 60 days from March 1, 2004 have been exercised by these individuals and the appropriate number of shares of common stock have been issued to these individuals.

### COMMON STOCK

NAME OF BENEFICIAL OWNER	POSITION	SHARES OWNED BENEFICIALLY AND OF RECORD (1)	PERCENTAGE OF COMMON STOCK OWNED
Dennis L. Pelino(2)	Officer, Director	3,581,824	
Stephen M. Cohen(3)	Officer	845,878	
Bohn H. Crain(4)	Officer	379,095	
Thomas L. Scully(5)	Officer	46,462	
Gary A. Koch(6)	(7)	595,579	
Jason F. Totah(8)	(9)	202,267	
David R. Jones(10)	Director	142,500	
Aloysius T. Lawn, IV(11)	Director	57,500	
Robert McCord(12)	Director	100,000	
J. Douglass Coates(13)	Director	50,000	
John H. Springer(14)	Director	--	
All directors and executive officers as a group (11 people)		6,001,105	

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 (\*) Less than one percent.

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- (1) The securities "beneficially owned" by an individual are determined in accordance with the definition of "beneficial ownership" set forth in the regulations of the SEC under the Exchange Act. They may include securities owned by or for, among others, the spouse and/or minor children of an individual and any other relative who has the same home as such individual, as well as, other securities as to which the individual has or shares voting or investment power. The number of shares beneficially owned by the individual may include options to purchase shares of our common stock exercisable as of, or within 60 days of March 1, 2004. Beneficial ownership may be disclaimed as to certain of the securities.
- (2) Includes 406,222 shares of common stock held by the Dennis L. Pelino and Meredith L. Pelino Declaration of Trust, of which Dennis L. Pelino and his spouse are trustees and beneficiaries, though beneficial ownership of which may be disclaimed. Also includes 3,175,602 shares of common stock issuable upon exercise of vested options. Does not include 1,899,998 shares of common stock issuable pursuant to options not presently exercisable and not exercisable within 60 days of March 1, 2004. Also, does not include options to purchase 359,000 shares of common stock that were granted after March 1, 2004.
- (3) Includes 11,850 shares of common stock. Also includes 834,028 shares of common stock issuable upon exercise of vested options and options which vest



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within 60 days of March 1, 2004. Does not include 175,972 shares of common stock issuable pursuant to options not presently exercisable and not exercisable within 60 days of March 1, 2004.

- (4) Includes 17,600 shares of common stock. Also includes 361,495 shares of common stock issuable upon exercise of vested options and options which vest within 60 days of March 1, 2004. Does not include 436,805 shares of common stock issuable pursuant to options not presently exercisable and not exercisable within 60 days of March 1, 2004.
- (5) Includes 46,462 shares of common stock issuable upon exercise of vested options and options which vest within 60 days of March 1, 2004. Does not include 67,838 shares of common stock issuable pursuant to options not presently exercisable and not exercisable within 60 days of March 1, 2004.
- (6) Includes 458,079 shares of common stock held by the Revocable Trust of Gary A. Koch, of which Gary A. Koch is the trustee and a beneficiary, beneficial ownership of which may be disclaimed. Also includes 137,500 shares of common stock issuable upon exercise of vested options and options which vest within 60 days of March 1, 2004. Does not include 212,500 shares of common stock issuable pursuant to options not presently exercisable and not exercisable within 60 days of March 1, 2004.
- (7) Chief Executive Officer of Stonepath Logistics Domestic Services, Inc., a wholly owned subsidiary of the Company.
- (8) Includes 202,267 shares of common stock issuable upon the exercise of vested options and options which vest within 60 days of March 1, 2004. Does not include 140,833 shares of common stock issuable pursuant to options not presently exercisable and not exercisable within 60 days of March 1, 2004.
- (9) Chief Executive Officer of Stonepath Logistics International Services, Inc., a wholly owned subsidiary of the Company.
- (10) Includes 85,000 shares of common stock. Also includes 57,500 shares of common stock issuable upon exercise of vested options and options which vest within 60 days of March 1, 2004. Does not include 32,500 shares of common stock issuable pursuant to options not presently exercisable and not exercisable within 60 days of March 1, 2004.
- (11) Includes 57,500 shares of common stock issuable upon the exercise of vested options and options which vest within 60 days of March 1, 2004. Does not include 32,500 shares of common stock issuable pursuant to options not presently exercisable and not exercisable within 60 days of March 1, 2004.
- (12) Includes 100,000 shares of common stock issuable upon the exercise of vested options and options which vest within 60 days of March 1, 2004.
- (13) Includes 50,000 shares of common stock issuable upon the exercise of vested options and options which vest within 60 days of March 1, 2004.
- (14) Does not include 50,000 shares of common stock issuable pursuant to options not presently exercisable and not exercisable within 60 days of March 1, 2004.

SERIES D PREFERRED STOCK

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SHARES OF  
SERIES D PREFERRED

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NAME OF BENEFICIAL OWNER	STOCK OWNED BENEFICIALLY AND OF RECORD (1) (2)	PERCENTAGE OF CLASS
Brown Simpson Partners I, Ltd. Carnegie Hall Tower 152 West 57th Street, 21st Floor New York, NY 10019	201,184	65.0%
Schottenfeld Associates, L.P. 880 Third Avenue, 16th Floor New York, NY 10022	25,451	8.2%
CSL Associates LP 399 Park Avenue - 37th Floor New York, NY 10020	20,119	6.5%
Norton Herrick Irrevocable Securities Trust 20 Community Place, 2nd Floor Morristown, NY 07960	39,201	12.7%

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- (1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934. Unless otherwise noted, the Company believes that all persons named in the table have sole voting and investment power with respect to all shares of Series D preferred stock beneficially owned by them.
  - (2) Each of the shares of Series D preferred stock converts into ten shares of the Company's common stock. Shares of the Series D preferred stock have limited voting rights, on an as converted to common stock basis, in connection with a consolidation, sale or merger of the Company that could result in a change of control.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

For information on the securities authorized for issuance under our equity compensation plans, see "Equity Compensation Plan Information" in Item 5 of this Annual Report on Form 10-K/A.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

PARTICIPATION OF CHIEF EXECUTIVE OFFICER IN RECENT PRIVATE PLACEMENT TRANSACTION

At the request of one of the lead investors, Dennis L. Pelino, our Chief Executive Officer, purchased 100,000 shares of our common stock at a price of \$1.54 per share in the private placement transaction that was completed on March 7, 2003. Mr. Pelino's purchase price represented a 14.1% premium over the purchase price of \$1.35 paid by the non-affiliated investors in the transaction.

PAYMENTS TO FORMER EXECUTIVE OFFICER

During 2002 and 2003, we made aggregate severance payments of \$575,000 to Andrew Panzo, a former executive officer, in connection with a December 14, 2001 Separation Agreement in which Mr. Panzo resigned his position as an officer of the Company. In connection with the Separation Agreement, we also agreed to cover Mr. Panzo and his family on our medical plan during 2002 and to accelerate the vesting of the balance of his options

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to purchase 1,270,000 shares of our common stock. As of December 14, 2001, Mr. Panzo had already vested in 1,102,500 of these options.

### LOANS TO OFFICERS

In connection with our acquisition of Global on April 4, 2002, we advanced the sum of \$350,000 to Jason Totah. Mr. Totah was a former shareholder of Global and is a significant employee of the Company, serving as the President of Stonepath Logistics International Services, Inc. The advance to Mr. Totah is to be repaid through 2006 by offset against the earn-out amounts that are otherwise due to Mr. Totah under the Stock Purchase Agreement. The balance of Mr. Totah's advance was \$175,000 at December 31, 2003.

Under the terms of our employment agreement with Mr. Cohen, we provided him with a loan in the principal amount of \$100,000 in April 2001. The loan accrues interest at the rate of 8% per annum and is due on April 17, 2004, or such earlier date that Mr. Cohen shall have received aggregate proceeds of \$5.0 million from the sale of his options or the shares of common stock underlying his options. However, Mr. Cohen is not required to repay the loan if by April 17, 2004, the sum of the proceeds which he has received from the sale of his options or the shares of common stock underlying his options and the remaining equity in the options as of April 17, 2004 does not equal or exceed \$5.0 million.

### RELATED PARTY LEASE

Air Plus leases certain of its office and warehouse facilities from Gary Koch. Mr. Koch was a former shareholder of Air Plus and is a significant employee of the Company, serving as the Chief Executive Officer of Air Plus and Stonepath Logistics Domestic Services, Inc. The Company paid \$187,000 to Mr. Koch in each of the years ended December 31, 2003 and 2002. Payments under the lease with Mr. Koch were determined by reference to comparable rents, and management believes the amounts payable thereunder represent fair market rates.

### AMENDMENT AND RESTATEMENT OF EMPLOYMENT ARRANGEMENTS WITH EXECUTIVE OFFICERS

On March 11, 2004, we entered into an amended employment agreement with our Chief Executive Officer, Dennis L. Pelino. This agreement amended our prior agreements with Mr. Pelino dated February 22, 2002 and June 21, 2001 to extend the term of his employment through June 2009, and to award Mr. Pelino a salary increase in the form of additional options that vest over the period of the employment agreement. On October 18, 2001, we amended the terms of the options granted to Mr. Pelino under his original employment agreement dated June 21, 2001. We further amended the terms of Mr. Pelino's options on July 3, 2002, when we accelerated the vesting of his original options to purchase 1,800,000 shares of our common stock and granted him options to purchase an additional 1,900,000 shares of our common stock.

Effective as of February 1, 2003, we entered into an amended employment agreement with our Chief Financial Officer, Bohn H. Crain. This agreement amended and restated our prior agreement with Mr. Crain dated January 10, 2002.

### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

For the years ended December 31, 2003 and 2002, professional services were provided to the Company by KPMG LLP. The following table presents fees for professional services rendered by KPMG LLP for the audit of the Company's annual financial statements for the years ended December 31, 2003 and December 31, 2002, and fees billed for other services rendered by KPMG LLP during those

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periods.

	2003	2002
	-----	-----
Audit fees(1)	\$ 656,883	\$ 299,000
Audit related fees(2)	125,000	124,292
Tax fees(3)	73,900	24,400
All other fees	--	--
	-----	-----
Total	\$ 855,783	\$ 447,692
	=====	=====

- (1) Represents the aggregate fees billed for the audit of the Company's annual financial statements, the reviews of the financial statements included in the Company's quarterly reports on Form 10-Q, and services rendered in connection with SEC registration statements and filings
- (2) Represents fees billed for acquisition related services
- (3) Represents fees billed for tax consulting services, primarily related to international acquisitions

Our Audit Committee approves the engagement of our independent auditors to render audit and non-audit services before they are engaged. All of the services for which fees are listed above were pre-approved by our Audit Committee.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) Documents filed as part of this Report:

1. Consolidated Financial Statements:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2003 (As restated) and 2002 (As restated),  
 Consolidated Statements of Operations for the Years Ended December 31, 2003 (As restated),  
 (As restated) and 2001 (As restated)  
 Consolidated Statements of Stockholders' Equity and Comprehensive Income (Loss) for the Year  
 Ended December 31, 2003 (As restated), 2002 (As restated) and 2001 (As restated)  
 Consolidated Statements of Cash Flows for the Years Ended December 31, 2003 (As restated),  
 (As restated) and 2001 (As restated)  
 Notes to Consolidated Financial Statements

2. Financial Statement Schedule:

Report of Independent Registered Public Accounting Firm  
 Schedule II - Valuation and Qualifying Accounts

(b) Reports on Form 8-K:

We furnished two reports on Form 8-K during the fiscal quarter ended December 31, 2003:

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- (i) Form 8-K dated November 11, 2003 providing information pursuant to Regulation FD relative to the Company's results for the quarterly period ended September 30, 2003.
- (ii) Form 8-K dated December 29, 2003 providing information pursuant to Regulation FD relative to the completion of several acquisitions, 2004 forecasted results of operations, and revisions to the Company's 2003 forecasted revenue.

(c) Exhibit Listing:

EXHIBIT NUMBER -----	DOCUMENT -----
2.1(1)	Stock Purchase Agreement by and among Stonepath Logistics, Inc., Stonepath Group, Inc. and M.G.R., Inc, Distribution Services, Inc., Contract Air, Inc., the Shareholders of M.G.R., Inc., Distribution Services, Inc., Contract Air, Inc. and Gary A. Koch (as shareholders' agent)
2.2(1)	First Amendment to Stock Purchase Agreement by and among Stonepath Logistics, Inc., Stonepath Group, Inc. and M.G.R., Inc, Distribution Services, Inc., Contract Air, Inc., the Shareholders of M.G.R., Inc., Distribution Services, Inc., Contract Air, Inc. and Gary A. Koch (as shareholders' agent)

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EXHIBIT NUMBER -----	DOCUMENT -----
2.3(2)	Stock Purchase Agreement dated March 5, 2002 by and among Stonepath Group, Inc., Stonepath Logistics International Services, Inc. and Global Transportation Services, Inc. and the Shareholders of Global Transportation Services, Inc. and Jason F. Totah (as shareholders' agent)
2.4(3)	Stock Purchase Agreement dated April 9, 2002 by and among Stonepath Logistics Domestic Services, Inc. and United American Acquisitions and Management, Inc., d/b/a United American Freight Services, Inc. and Douglas Burke
2.5(3)	Amendment to Stock Purchase Agreement dated May 30, 2002 by and among Stonepath Logistics Domestic Services, Inc., and United American Acquisitions and Management, Inc., d/b/a United Freight Services, Inc. and Douglas Burke
2.6(4)	Asset Purchase Agreement by and among Stonepath Logistics Government Services, Inc. (f/k/a "Transport Specialists, Inc."), Regroup Express L.L.C. and Jed J. Shapiro and Charles R. Cain, the sole members of Regroup Express LLC, dated June 4, 2003
2.7(5)	Asset Purchase Agreement by and among Stonepath Holdings (Hong Kong) Limited, G Link Express Logistics (Singapore) Pte. Ltd, G Link Express Pte. Ltd and the shareholders of G Link Express Pre. Ltd, dated August 8, 2003
2.8(5)	Asset Purchase Agreement by and among Stonepath Holdings (Hong Kong) Limited, G Link Express (Cambodia) Pte. Ltd and the shareholders of G Link Express (Cambodia) Pte. Ltd. dated August 8, 2003

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- 3.1(6) Amended and Restated Certificate of Incorporation 3.2(7) Certificate of Amendment to the Certificate of Incorporation
- 3.3(7) Amended and Restated Bylaws
- 3.4(8) Certificate of Designation of Series D Convertible Preferred Stock  
4.1(6) Specimen Common Stock Certificate for Stonepath Group, Inc.
- 4.2(9) Form of Common Stock Purchase Warrant issued in connection with the Series C Convertible Preferred Stock
- 4.3(10) Form of Amendment to Common Stock Purchase Warrant issued upon conversion of the Series C Convertible Preferred Stock effective as of July 19, 2002
- 4.4(10) Form of Contingent Warrant issued upon conversion of the Series C Convertible Preferred Stock effective as of July 19, 2002
- 4.5(8) Form of Exchange Agreement by and between the Company and certain holders of the Company's Series C Convertible Preferred Stock
- 4.6(21) Stonepath Group, Inc. Amended and Restated 2000 Stock Incentive Plan (the "Plan")

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- | EXHIBIT<br>NUMBER<br>----- | DOCUMENT<br>-----  |
|----------------------------|--|
| 4.7(12)                    | Form of Stock Option Agreement under the Plan  |
| 4.8 (12)                   | Form of Non-Plan Option to Purchase Common Stock of the Company  |
| 4.9(13)                    | Form of Subscription Agreement by and between the Company and certain purchasers of common shares (including exhibit providing for registration rights)                          |
| 4.10(13)                   | Placement Agency Agreement between the Company and Stonegate Securities, Inc. dated October 16, 2002   |
| 4.11(9)                    | 2003 Employee Stock Purchase Plan  |
| 4.12(13)                   | Form of Initial Warrants issued to Stonegate Securities, Inc as of October 16,2002 4.13(13) Form of Representative's Warrants issued to Stonegate Securities as of March 6, 2003 |
| 4.14(14)                   | Form of subscription agreement by and between the Company and certain holders of common stock (including the exhibit providing for registration rights)                          |
| 4.15(14)                   | Amendment to Placement Agency Agreement between the Company and Stonegate Securities, Inc. dated as of July 29, 2003   |
| 10.1(15)                   | Amended and Restated Employment Agreement between the Company and Dennis L. Pelino dated February 22, 2002   |
| 10.2(16)                   | Amended and Restated Employment Agreement between the Company and Stephen M. Cohen dated April 19, 2001  |

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- 10.3(15) Letter Agreement between the Company and Stephen M. Cohen dated December 27, 2001
- 10.4(13) Amended and Restated Employment Agreement between the Company and Bohn H. Crain dated February 24, 2003
- 10.5(17) Separation Agreement between the Company and Andrew P. Panzo dated December 11, 2001
- 10.6(1) Executive Employment Agreement between M.G.R. Inc. and Gary Koch dated as of October 5, 2001
- 10.7(13) Executive Employment Agreement between Global Transportation Services, Inc. and Jason F. Totah dated April 4, 2002
- 10.8(18) Stonepath Group, Inc. 401(k) Profit Sharing Plan.
- 10.9(19) Loan and Security Agreement dated as of May 15, 2002 between LaSalle Business Credit, Inc. and Stonepath Group, Inc., Contract Air, Inc., Distribution Services, Inc., Global Transportation Services, Inc., Global Container Line, Inc., M.G.R., Inc., d/b/a Air Plus Limited, Net Value, Inc., Stonepath Logistics Domestic Services, Inc., Stonepath Logistics International Services, Inc. and Stonepath Operations, Inc.

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EXHIBIT  
NUMBER

DOCUMENT

- | EXHIBIT<br>NUMBER | DOCUMENT  |
|-------------------|---|
| 10.10(21)         | Amendment to Loan and Security Agreement dated May 15, 2003 by and among LaSalle Business Credit, LLC, Stonepath Group, Inc., Contract Air, Inc., Distribution Services, Inc., Global Container Line, Inc., M.G.R., Inc., Net Value, Inc., Stonepath Logistics Domestic Services, Inc., Stonepath Logistics International Services, Inc., Stonepath Operations Inc., and United American Acquisitions and Management, Inc., and Transport Specialists, Inc.   |
| 10.11(20)         | Second Amendment to Loan and Security Agreement dated September 5, 2003 by and among LaSalle Business Credit, LLC, Stonepath Group, Inc., Contract Air, Inc., Distribution Services, Inc., Global Container Line, Inc., M.G.R., Inc., Net Value, Inc., Stonepath Logistics Domestic Services, Inc., Stonepath Logistics Government Services, Inc., Stonepath Logistics International Services, Inc., Stonepath Logistics International Services, Inc., Stonepath Operations Inc., and United American Acquisitions and Management, Inc. |
| 10.12(21)         | Third Amendment to Loan and Security Agreement dated December 23, 2003 by and among LaSalle Business Credit, LLC, Stonepath Group, Inc., Contract Air, Inc., Distribution Services, Inc., Global Container Line, Inc., M.G.R., Inc., Net Value, Inc., Stonepath Logistics Domestic Services, Inc., Stonepath Logistics Government Services, Inc., Stonepath Logistics International Services, Inc., Stonepath Logistics International Services, Inc., Stonepath Operations Inc., and United American Acquisitions and Management, Inc.  |
| 10.13(21)         | Fourth Amendment and Consent Agreement to Loan and Security Agreement dated January 30, 2004 by and among LaSalle Business Credit, LLC, Stonepath Group, Inc., Contract Air, Inc., Distribution Services,   |

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Inc., Global Container Line, Inc., M.G.R., Inc., Net Value, Inc., Stonepath Logistics Domestic Services, Inc., Stonepath Logistics Government Services, Inc., Stonepath Logistics International Services, Inc., Stonepath Logistics International Services, Inc., Stonepath Operations Inc., and United American Acquisitions and Management, Inc.

- 10.14(21) Modification to Employment Agreement of Dennis L. Pelino dated March 11, 2004
- 11(21) Code of Ethics
- 12(11) Calculation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
- 21.1(21) Subsidiaries of Stonepath Group, Inc.
- 23.1(11) Consent of Independent Registered Public Accounting Firm
- 31.1(11) Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2(11) Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1(11) 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.)

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EXHIBIT NUMBER -----	DOCUMENT -----
32.2(11)	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.)
-----	
(1)	Incorporated by reference to the Company's Current Report on Form 8-K dated October 5, 2001, filed October 19, 2001
(2)	Incorporated by reference to the Company's Current Report on Form 8-K dated April 4, 2002, filed April 19, 2002
(3)	Incorporated by reference to the Company's Current Report on Form 8-K dated May 30, 2002, filed June 12, 2002
(4)	Incorporated by reference to the Company's Current Report on Form 8-K dated June 20, 2003, filed July 7, 2003
(5)	Incorporated by reference to the Company's Current Report on Form 8-K dated August 8, 2003, filed August 13, 2003
(6)	Incorporated by reference to the Company's Registration Statement on Form S-1 (Reg. No. 333-88629) filed October 8, 1999



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- (7) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2000, filed April 2, 2001
- (8) Incorporated by reference to Amendment No. 1 to the Company's Registration Statement on Form S-3 filed July 31, 2002 (Registration No. 333-91240)
- (9) Incorporated by reference to the Company's Current Report on Form 8-K dated March 3, 2000, filed March 17, 2000
- (10) Incorporated by reference to the Company's Form 10-Q for the third quarter ended September 30, 2002, filed November 14, 2002
- (11) Filed herewith
- (12) Incorporated by reference to the Company's Registration Statement on Form S-8 filed December 11, 2001 (Registration No. 333-74918)
- (13) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2002, filed March 31, 2003
- (14) Incorporated by reference to the Company's Registration Statement on Form S-3 (No. 333-110231) filed November 4, 2003
- (15) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2001, filed March 29, 2002
- (16) Incorporated by reference to the Company's Form 10-Q for the second quarter ended June 30, 2001, filed August 13, 2001
- (17) Incorporated by reference to the Company's Current Report on Form 8-K dated December 14, 2001, filed December 27, 2001
- (18) Incorporated by reference to the Company's Registration Statement on Form S-8 filed on February 25, 2003 (Registration No. 333-103439)
- (19) Incorporated by reference to the Company's Current Report on Form 8-K dated May 15, 2002, filed May 20, 2002
- (20) Incorporated by reference to the Company's Current Report on Form 8-K dated September 5, 2003, filed September 9, 2003
- (21) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, filed March 15, 2004

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### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders of  
Stonepath Group, Inc.:

We have audited the accompanying consolidated balance sheets of Stonepath Group, Inc. and subsidiaries (the Company) as of December 31, 2003 and 2002, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss) and cash flows for each of the years in the three-year period ended December 31, 2003. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Stonepath Group, Inc. and subsidiaries as of December 31, 2003 and 2002, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2003, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 3 to the consolidated financial statements, the Company has restated its consolidated financial statements as of December 31, 2003 and 2002 and for each of the years in the three-year period ended December 31, 2003.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
February 24, 2004, except as  
to Note 3, the second paragraph  
of Note 8 and the last four  
paragraphs of Note 18, which  
are as of January 31, 2005

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STONEPATH GROUP, INC.  
Consolidated Balance Sheets  
December 31, 2003 and 2002

	RESTATED 2003	
	-----	
Assets		
Current assets:		
Cash and cash equivalents	\$ 3,074,151	\$
Accounts receivable, less allowances for doubtful accounts of \$1,055,000 and \$320,000 at 2003 and 2002, respectively	38,250,610	
Loans receivable from related parties	14,597	
Prepaid expenses and other current assets	2,216,700	
	-----	
Total current assets	43,556,058	
Goodwill	31,508,931	
Furniture and equipment, net	7,062,956	
Acquired intangibles, net	6,775,893	
Note receivable, related party	175,000	
Other assets	1,189,917	
	-----	
Total assets	\$ 90,268,755	\$
	=====	=
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 22,412,287	\$
Earn-out payable	3,548,534	
Accrued payroll and related expenses	1,975,859	
Capital lease obligation - current	671,197	
Accrued expenses	1,821,671	
	-----	
Total current liabilities	30,429,548	

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Capital lease obligation - long term	1,134,815
Deferred tax liability	1,035,600
	-----
Total liabilities	32,599,963
	-----
Minority interest	1,345,790
	-----
Commitments and contingencies (Notes 10 and 11)	
Stockholders' equity:	
Preferred stock, \$.001 par value, 10,000,000 shares authorized; Series D, convertible, issued and outstanding: 310,477 shares and 360,742 shares at 2003 and 2002, respectively	310
Common stock, \$.001 par value, 100,000,000 shares authorized; issued and outstanding: 37,449,944 shares and 23,453,414 shares at 2003 and 2002, respectively	37,450
Additional paid-in capital	220,067,956
Accumulated deficit	(163,763,537)
Accumulated other comprehensive income	1,997
Deferred compensation	(21,174)
	-----
Total stockholders' equity	56,323,002
	-----
Total liabilities and stockholders' equity	\$ 90,268,755
	=====

See accompanying notes to consolidated financial statements.

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STONEPATH GROUP, INC.  
Consolidated Statements of Operations  
Years ended December 31, 2003, 2002 and 2001

	RESTATED 2003	RESTATED 2002	RESTA 2001
	-----	-----	-----
Total revenue	\$ 220,084,190	\$ 122,787,625	\$ 15,5
Cost of transportation	158,105,595	86,084,863	10,0
	-----	-----	-----
Net revenue	61,978,595	36,702,762	5,5
Personnel costs	31,887,773	19,089,069	5,9
Other selling, general and administrative costs	24,583,040	14,679,960	3,9
Depreciation and amortization	2,659,882	2,186,951	4
Litigation settlement and nonrecurring costs	1,169,035	--	
	-----	-----	-----
Income (loss) from operations	1,678,865	746,782	(4,8
Other income (expense):			
Provisions for excess earn-out payments	(1,270,141)	--	
Interest income	48,909	90,680	1,2
Interest expense	(141,859)	--	
Other income	84,850	37,311	
	-----	-----	-----
Income (loss) from continuing operations			

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before income taxes and minority interest	400,624	874,773	(3,5
Income tax expense	735,886	421,177	
Income (loss) from continuing operations			
before minority interest	(335,262)	453,596	(3,5
Minority interest	187,310	--	
Income (loss) from continuing operations	(522,572)	453,596	(3,5
Loss from discontinued operations, net of tax	(263,031)	--	(13,8
Net income (loss)	(785,603)	453,596	(17,4
Preferred stock dividends and effect of redemption	--	15,020,148	(4,1
Net income (loss) attributable to common stockholders	\$ (785,603)	\$ 15,473,744	\$ (21,6
Basic earnings (loss) per common share -			
Continuing operations	\$ (0.02)	\$ 0.70	\$
Discontinued operations	(0.01)	--	
Earnings (loss) per common share	\$ (0.03)	\$ 0.70	\$
Diluted earnings (loss) per common share -			
Continuing operations	\$ (0.02)	\$ 0.02	\$
Discontinued operations	(0.01)	--	
Earnings (loss) per common share	\$ (0.03)	\$ 0.02	\$
Basic weighted average common shares outstanding	29,625,585	22,154,861	20,5
Diluted weighted average common shares outstanding	29,625,585	29,232,568	20,5

See accompanying notes to consolidated financial statements.

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STONEPATH GROUP, INC.  
Consolidated Statements of Stockholders' Equity and Comprehensive Income (Loss)  
Years ended December 31, 2003, 2002 and 2001

	PREFERRED STOCK				COM
	SERIES C		SERIES D		
	SHARES	AMOUNT	SHARES	AMOUNT	
Balances at January 1, 2001	3,657,070	\$ 3,657	--	\$ --	20,419,5
Net loss, as restated	--	--	--	--	
Other comprehensive income:					
Unrealized gain on available-					
for-sale Securities	--	--	--	--	
Comprehensive loss, as restated					
Issuance of contingent warrants	--	--	--	--	

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Exercise of options and warrants	--	--	--	--	200,0
Series C preferred stock conversion	(205,660)	(206)	--	--	205,6
Preferred stock dividends	299,069	299	--	--	
Compensatory common stock, options and warrants issued, net of cancellations	--	--	--	--	77,9
Amortization of deferred stock- based compensation	--	--	--	--	
	-----	-----	-----	-----	-----
Balances at December 31, 2001, as restated	3,750,479	3,750	--	--	20,903,1
Net income, as restated	--	--	--	--	
Exercise of options and warrants	--	--	--	--	440,8
Series C preferred stock conversion	(3,913,220)	(3,913)	360,742	361	2,109,4
Preferred stock dividends	162,741	163	--	--	
Compensatory common stock, options and warrants issued, net of cancellations	--	--	--	--	
Amortization of deferred stock- based compensation	--	--	--	--	
	-----	-----	-----	-----	-----
Balances at December 31, 2002, as restated	--	--	360,742	361	23,453,4
Net loss, as restated	--	--	--	--	
Other comprehensive income:					
Foreign currency translation adjustment	--	--	--	--	
Comprehensive income, as restated					
Issuance of common stock, net of issuance costs	--	--	--	--	10,453,5
Exercise of options and warrants	--	--	--	--	920,7
Series D preferred stock conversion	--	--	(50,265)	(51)	502,6
Issuance of common stock in lieu of cash for earn-out	--	--	--	--	254,8
Issuance of common stock in lieu of cash for legal settlement	--	--	--	--	271,3
Issuance of common stock for acquisitions	--	--	--	--	1,593,4
Amortization of deferred stock-based compensation	--	--	--	--	
	-----	-----	-----	-----	-----
Balances at December 31, 2003, as restated	--	\$ --	310,477	\$ 310	37,449,9
	=====	=====	=====	=====	=====

See accompanying notes to consolidated financial statements.

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	ACCUMULATED DEFICIT	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	DEFERRED STOCK-BASED COMPENSATION
	-----	-----	-----
Balances at January 1, 2001	\$ (156,841,388)	\$ (8,688)	\$ (10,771,724)
Net loss, as restated	(17,459,092)	--	--
Other comprehensive income:			
Unrealized gain on available-for-sale securities	--	8,688	--
Comprehensive loss, as restated			
Issuance of contingent warrants	(562,370)	--	--
Exercise of options and warrants	--	--	--
Series C preferred stock conversion	--	--	--
Preferred stock dividends	(3,588,828)	--	--
Compensatory common stock, options and warrants issued, net of cancellations	--	--	4,845,297
Amortization of deferred stock-based compensation	--	--	5,714,789
Balances at December 31, 2001, as restated	(178,451,678)		(211,638)
Net income, as restated	453,596	--	--
Exercise of options and warrants	--	--	--
Series C preferred stock conversion	16,973,040	--	--
Preferred stock dividends	(1,952,892)	--	--
Compensatory common stock, options and warrants issued, net of cancellations	--	--	--
Amortization of deferred stock-based compensation	--	--	95,232
Balances at December 31, 2002, as restated	(162,977,934)	--	(116,406)
Net loss, as restated	(785,603)	--	--
Other comprehensive income:			
Foreign currency translation adjustment	--	1,997	--
Comprehensive loss, as restated			
Issuance of common stock, net of issuance costs	--	--	--
Exercise of options and warrants	--	--	--
Series D preferred stock conversion	--	--	--
Issuance of common stock in lieu of cash for earn-out	--	--	--
Issuance of common stock in lieu of cash for legal settlement	--	--	--
Issuance of common stock for acquisitions	--	--	--
Amortization of deferred stock-based compensation	--	--	95,232
Balances at December 31, 2003, as restated	\$ (163,763,537)	\$ 1,997	\$ (21,174)

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See accompanying notes to consolidated financial statements.

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STONEPATH GROUP, INC.  
Consolidated Statements of Cash Flows  
Years ended December 31, 2003, 2002 and 2001

	RESTATED 2003	RESTATED 2002
	-----	-----
Cash flows from operating activities:		
Net income (loss)	\$ (785,603)	\$ 453,596
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Deferred income taxes	574,800	389,300
Depreciation and amortization	2,659,882	2,186,951
Stock-based compensation - continuing operations	95,232	98,425
Minority interest in income of subsidiaries	187,310	--
Loss from disposal of furniture and equipment	--	4,560
Issuance of common stock in litigation settlement	350,000	--
Issuance of common stock to vendor of former business	135,000	--
Issuance of common stock in offering penalty	98,550	--
Changes in assets and liabilities, net of effect of acquisitions:		
Accounts receivable	(11,187,538)	(5,731,830)
Other assets	(887,891)	(160,903)
Accounts payable and accrued expenses	4,771,653	2,176,634
Discontinued operations - working capital changes and non-cash items	--	--
	-----	-----
Net cash used in operating activities	(3,988,605)	(583,267)
	-----	-----
Cash flows from investing activities:		
Acquisition of businesses, net of cash acquired	(9,385,908)	(10,497,306)
Purchases of furniture and equipment	(4,183,201)	(1,812,750)
Proceeds from sale of furniture and equipment	--	--
Loans made	(130,000)	(350,000)
Payment of earn-out	(2,206,715)	--
Discontinued operations:		
Investment in and advances to affiliate companies	--	--
Collections on advances to affiliate companies	--	--
Purchase of available for sale securities	--	--
Proceeds from sale of available for sale securities	--	--
Proceeds from sale of ownership interests in affiliate companies	--	115,000
	-----	-----
Net cash used in investing activities	(15,905,824)	(12,545,056)
	-----	-----
Cash flows from financing activities:		
Issuance of common stock	18,185,415	--
Payment of equity financing fees	--	(25,000)
Payment of debt financing fees	--	(233,580)
Net repayments on short-term debt	--	--
Proceeds from financing of equipment	2,049,638	--
Principal payments on capital lease	(265,178)	--

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Proceeds related to minority interest in subsidiary	81,818	--
Proceeds from issuance of common stock upon exercise of options and warrants	650,779	425,181
	-----	-----
Net cash provided by (used in) financing activities	20,702,472	166,601
	-----	-----
Net increase (decrease) in cash and cash equivalents	808,043	(12,961,722)
Cash and cash equivalents, beginning of year	2,266,108	15,227,830
	-----	-----
Cash and cash equivalents, end of year	\$ 3,074,151	\$ 2,266,108
	=====	=====
Cash paid for interest	\$ 189,359	\$ --
	=====	=====
Cash paid for income taxes	\$ 373,832	\$ 84,959
	=====	=====
Supplemental disclosure of non-cash investing and financing activities:		
Issuance of common stock in satisfaction of earn-out	\$ 403,000	\$ --
	=====	=====
Increase in goodwill related to accrued earn-out payments	\$ 3,636,034	\$ 2,697,215
	=====	=====
Issuance of warrants in connection with private placement	\$ --	\$ 95,000
	=====	=====
Offset of related party loan against earn-out	\$ 87,500	\$ 87,500
	=====	=====
Issuance of common stock in connection with acquisitions	\$ 4,144,094	\$ --
	=====	=====

See accompanying notes to consolidated financial statements.

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(1) Nature of Operations

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 its Domestic Services platform, where the Company manages and arranges 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 offices in 21 major metropolitan areas in North America, Puerto Rico and ten strategic locations in Asia, as well as an extensive network of independent carriers and service partners



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strategically located around the world.

### (2) Summary of Significant Accounting Policies

#### a) Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Stonepath Group, Inc., a Delaware corporation, and its wholly and majority owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Company's foreign subsidiaries are included in the consolidated financial statements on a one month lag to facilitate timely reporting. The Company does not have any variable interest entities whose financial results are not included in the consolidated financial statements.

#### b) Use of Estimates

The presentation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Such estimates include accruals for the cost of purchased transportation, the assessment of the recoverability of long-lived assets, specifically goodwill and acquired intangibles, the establishment of an allowance for doubtful accounts and the valuation allowance for deferred income tax assets. Actual results could differ from those estimates.

#### c) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and investments in money market funds and investment grade securities held with high quality financial institutions. The Company considers all highly liquid instruments with a remaining maturity of 90 days or less at the time of purchase to be cash equivalents.

#### d) Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash investments and accounts receivable.

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STONEPATH GROUP, INC.  
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The Company maintains its cash accounts with high quality financial institutions. With respect to accounts receivable, such receivables are primarily from manufacturers, distributors and major retailers located in the United States. Credit is granted to customers on an unsecured basis, and generally provides for 30-day payment terms. To reduce credit risk, the Company performs ongoing credit evaluations of its customers' financial conditions. Credit losses have not been material.

For the years ended December 31, 2003, 2002 and 2001, the Company's largest customer, a national retail chain, accounted for approximately 24%, 33% and 53% of revenue, respectively, and approximately 16% and 27% of the accounts receivable balance as of December 31, 2003 and 2002,

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respectively. No other customer accounted for greater than 10% of revenue.

### e) Furniture and Equipment

Furniture and equipment are stated at cost, less accumulated depreciation computed on a straight-line basis over the estimated useful lives of the respective assets. Depreciation is computed using three- to ten-year lives for furniture and office equipment, a three-year life for computer software, the shorter of the lease term or useful life for leasehold improvements and a three-year life for vehicles. Upon retirement or other disposition of these assets, the cost and related accumulated depreciation are removed from the accounts and the resulting gain or loss, if any, is reflected in results of operations. Expenditures for maintenance, repairs and renewals of minor items are charged to expense as incurred. Major renewals and improvements are capitalized.

Under the provisions of Statement of Position 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use, the Company capitalizes costs associated with internally developed and/or purchased software systems that have reached the application development stage and meet recoverability tests. Capitalized costs include external direct costs of materials and services utilized in developing or obtaining internal-use software, payroll and payroll-related expenses for employees who are directly associated with and devote time to the internal-use software project and capitalized interest, if appropriate. Capitalization of such costs begins when the preliminary project stage is complete and ceases no later than the point at which the project is substantially complete and ready for its intended purpose.

### f) Goodwill

Goodwill consists of the excess of cost over the fair value of net assets acquired in business combinations accounted for as purchases (see Note 5).

The Company follows the provisions of Statement of Financial Accounting Standards ("SFAS") No. 142, Goodwill and Other Intangible Assets. SFAS No. 142 requires an annual impairment test for goodwill and intangible assets with indefinite lives. Under the provisions of SFAS No. 142, the first step of the impairment test requires that the Company determine the fair value of each reporting unit, and compare the fair value to the reporting unit's carrying amount. To the extent a reporting unit's carrying amount exceeds its fair value, an indication exists that the reporting unit's goodwill may be impaired and the Company must perform a second more detailed impairment assessment. The second impairment assessment involves allocating the reporting unit's fair value to all of its recognized and unrecognized assets and liabilities in order to determine the implied fair value of the reporting unit's goodwill as of the assessment date. The implied fair value of the reporting unit's goodwill is then compared to the carrying amount of goodwill to quantify an impairment charge as of the assessment date. The Company performed its annual impairment test effective October 1, 2003 and noted no impairment for either of its reporting units. In the future, the Company expects to perform the annual test during its fiscal fourth quarter unless events or circumstances indicate an impairment may have occurred before that time.

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### g) Long-Lived Assets

Acquired intangibles consist of customer related intangibles and non-compete agreements arising from the Company's acquisitions. Customer related intangibles are amortized using accelerated methods over five to seven years and non-compete agreements are amortized using the straight line method over periods of three to five years.

The Company follows the provisions of SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which establishes accounting standards for the impairment of long-lived assets such as property, plant and equipment and intangible assets subject to amortization. The Company reviews long-lived assets to be held-and-used for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If the sum of the undiscounted expected future cash flows over the remaining useful life of a long-lived asset is less than its carrying amount, the asset is considered to be impaired. Impairment losses are measured as the amount by which the carrying amount of the asset exceeds the fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risks associated with the recovery of the asset. Assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

### h) Income Taxes

Taxes on income are provided in accordance with SFAS No. 109, Accounting for Income Taxes. Deferred income tax assets and liabilities are recognized for the expected future tax consequences of events that have been reflected in the consolidated financial statements. Deferred tax assets and liabilities are determined based on the differences between the book values and the tax bases of particular assets and liabilities and the tax effects of net operating loss and capital loss carryforwards. Deferred tax assets and liabilities are measured using tax rates in effect for the years in which the differences are expected to reverse. A valuation allowance is provided to offset the net deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

### i) Revenue Recognition

The Company derives its revenue from three principal sources: freight forwarding, customs brokerage, and warehousing and other value added services.

As a freight forwarder, the Company is primarily a non-asset based carrier that does not own or lease any significant transportation assets. The Company generates the majority of its revenue by purchasing transportation services from direct (asset-based) carriers and using those services to provide transportation of property for compensation to its customers. The Company is able to negotiate favorable buy rates from the direct carriers by consolidating shipments from multiple customers and concentrating its buying power, while at the same time offering lower sell rates than most customers would otherwise be able to negotiate themselves. When acting as an indirect carrier, the Company will enter into a written agreement with its customers or issue a tariff and a house bill of lading to customers as the contract of carriage.

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When the freight is physically tendered to a direct carrier, the Company receives a separate contract of carriage, or master bill of lading. In order to claim for any loss associated with the freight, the customer is first obligated to pay the freight charges.

Based on the terms in the contract of carriage, revenue related to shipments where the Company issues a house bill of lading is recognized when the freight is delivered to the direct carrier at origin. Costs related to the shipment are also recognized at this same time.

All other revenue, including revenue for customs brokerage and warehousing and other value added services, is recognized upon completion of the service.

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j) Stock-Based Compensation

As permitted by 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 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 Company has implemented the disclosure provisions of SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure.

The table below illustrates the effect on net income (loss) attributable to common stockholders and income (loss) per share as if the fair value of options granted had been recognized as compensation expense in accordance with the provisions of SFAS No. 123. See Notes 12 and 13 for additional information regarding options and warrants.

Year ended December 31:	RESTATE 2003	RESTATE 2002	RESTATE 2001
Net income (loss) attributable to common stockholders:			
As reported	\$ (785,603)	\$ 15,473,744	\$ (21,000,000)
Add: stock-based employee compensation expense included in reported net income (loss)	95,232	92,566	5,000,000
Deduct: total stock-based compensation expense determined under fair value method for all awards	(2,306,736)	(1,922,051)	(10,000,000)

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Pro forma	\$ (2,997,107)	\$ 13,644,259	\$ (25,
	=====	=====	=====
Basic earnings (loss) per common share:			
As reported	\$ (0.03)	\$ 0.70	\$
Pro forma	(0.10)	0.62	
Diluted earnings (loss) per common share:			
As reported	\$ (0.03)	\$ 0.02	\$
Pro forma	(0.10)	(0.05)	

The weighted average fair value of employee options granted during 2003, 2002 and 2001 was \$1.05, \$0.89 and, \$0.53 per share, respectively. The fair value of options granted were estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions:

ASSUMPTION	2003	2002	2001
-----	-----	-----	-----
Dividend yield	None	None	None
Expected volatility	55.8%	93.8%	106.7%
Average risk free interest rate	1.56%	1.36%	3.99%
Average expected lives	6.9 years	6.8 years	4.3 years

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k) 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 and warrants and upon the assumed conversion of the Company's preferred stock, if dilutive. Certain stock options, stock warrants, and convertible securities were excluded because their effect was antidilutive. The total numbers of such shares excluded from diluted earnings (loss) per common share are 365,592, 1,336,825 and 9,755,934 for the years ended December 31, 2003, 2002 and 2001, respectively.

During the year ended December 31, 2001, the diluted loss per common share calculation was the same as the basic loss per common share calculation, as all potentially dilutive securities were anti-dilutive. The following table indicates the calculation of earnings per share related to continuing operations for the years ended December 31, 2003 and 2002:

	RESTATED AMOUNTS	SHARES	RESTATED PER SHARE AMOUNT
	-----	-----	-----
YEAR ENDED DECEMBER 31, 2003:			
BASIC EARNINGS PER COMMON SHARE			
Loss from continuing operations	\$ (522,572)	29,625,585	\$ (0.02)
			=====

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EFFECT OF DILUTIVE SECURITIES			
Options and warrants	--	--	
Convertible preferred stock	--	--	
	-----	-----	
DILUTED EARNINGS PER COMMON SHARE			
Loss from continuing operations attributable to common stockholders plus assumed conversions	\$ (522,572)	29,625,585	\$ (0.02)
	=====	=====	=====
YEAR ENDED DECEMBER 31, 2002:			
Income from continuing operations	\$ 453,596		
Less: preferred stock dividend	(1,952,892)		
Plus: redemption of Series C Preferred Stock in exchange transaction (see Note 12)	16,973,040		
	-----		
BASIC EARNINGS PER COMMON SHARE			
Income from continuing operations attributable to common stockholders	15,473,744	22,154,861	\$ 0.70
			=====
EFFECT OF DILUTIVE SECURITIES			
Options and warrants	--	3,331,275	
Convertible preferred stock	(15,020,148)	3,746,432	
	-----	-----	
DILUTED EARNINGS PER COMMON SHARE			
Net income attributable to common stockholders plus assumed conversions	\$ 453,596	29,232,568	\$ 0.02
	=====	=====	=====

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STONEPATH GROUP, INC.  
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l) New Accounting Pronouncements

In January 2003 (and revised in December 2003), the Financial Accounting Standards Board issued Interpretation No. 46, Consolidation of Variable Interest Entities, which provides new guidance with respect to the consolidation of certain previously unconsolidated entities, including special purpose entities. The adoption of Interpretation No. 46 in 2003 did not have a material impact on the Company's consolidated financial statements.

m) Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

(3) Restatement of Previously Reported Consolidated Financial Statements

On September 20, 2004, the Company announced that its consolidated financial statements for 2003 and the first and second quarters of 2004 could not be relied upon. This announcement resulted from the Company's discovery of a material weakness in its procedures for the recognition of purchased transportation costs, including differences between estimated purchased transportation costs and actual costs incurred. This understatement of purchased transportation costs together with

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inappropriately recognized revenue, discussed below, had consequential effects on income tax benefits recorded during the periods and on earn-out payments, which proved to be in excess of amounts actually owed.

In the course of its review of the under accrual of purchased transportation, the Company also identified a process error related to revenue transactions within the Domestic Services segment. The error resulted in the use of prices with one of its automotive customers which had been approved by a customer representative who did not have the authority to do so.

The Company has restated its consolidated financial statements as of December 31, 2003 and 2002 and for each of the years in the three-year period ended December 31, 2003 to correct the processing errors related to its purchased transportation accrual, revenue recognition 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. The effects of the restatement on previously reported consolidated financial statements as of December 31, 2003 and 2002 and for each of the years in the three-year period ended December 31, 2003 are summarized below.

	December 31, 2003	
	As Previously Reported	As Restated
Select Balance Sheet Data:		
Accounts receivable	\$ 38,470,386	\$ 38,250,610
Total current assets	43,775,834	43,556,058
Goodwill	35,764,211	31,508,931
Deferred income taxes	1,695,000	-
Total assets	96,438,811	90,268,755
Accounts payable	16,119,014	22,412,287
Earn-out payable	6,623,724	3,548,534
Accrued expenses	2,054,333	1,821,671
Total current liabilities	27,444,127	30,429,548
Deferred tax liability	-	1,035,600
Total liabilities	28,578,942	32,599,963
Accumulated deficit	(153,572,460)	(163,763,537)
Total stockholders' equity	66,514,079	56,323,002
Total liabilities and stockholders' equity	96,438,811	90,268,755
	December 31, 2002	
	As Previously Reported	As Restated
Select Balance Sheet Data:		
Goodwill	\$ 20,311,150	\$ 19,131,060
Total assets	55,165,515	53,985,425
Accounts payable	12,873,703	14,778,997
Earn-out payable	3,879,856	2,609,715
Accrued expenses	1,786,100	1,776,100
Total current liabilities	19,734,934	20,360,087
Deferred tax liability	-	460,800
Total liabilities	19,734,934	20,820,887
Accumulated deficit	(160,711,891)	(162,977,934)
Total stockholders' equity	35,430,581	33,164,538
Total liabilities and		

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stockholders' equity 55,165,515 53,985,425

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STONEPATH GROUP, INC.  
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	Year Ended December 31, 2003	
	As Previously Reported	As Restated
Select Statement of Operations Data:		
Total revenue	\$ 220,303,966	\$ 220,084,190
Cost of transportation	153,717,616	158,105,595
Net revenue	66,586,350	61,978,595
Income from operations	6,286,620	1,678,865
Provision for excess earn-out payments	--	(1,270,141)
Income from continuing operations before income taxes and minority interest	6,278,520	400,624
Income tax expense (benefit)	(1,311,252)	735,886
Income (loss) from continuing operations before minority interest	7,589,772	(335,262)
Income (loss) from continuing operations	7,402,462	(522,572)
Net income (loss)	7,139,431	(785,603)
Net income (loss) attributable to common stockholders	7,139,431	(785,603)
Basic earnings (loss) per common share:		
Continuing operations	\$ 0.25	\$ (0.02)
Earnings (loss) per common share	0.24	(0.03)
Diluted earnings (loss) per common share:		
Continuing operations	\$ 0.19	\$ (0.02)
Earnings (loss) per common share	0.18	(0.03)
Select Statement of Cash Flows Data:		
Net income (loss)	\$ 7,139,431	\$ (785,603)
Deferred income taxes	(1,695,000)	574,800
Accounts receivable	(11,407,314)	(11,187,538)
Accounts payable and accrued expenses	606,336	4,771,653
Net cash used in operating activities	(2,718,464)	(3,988,605)
Payment of earn-out	(3,476,856)	(2,206,715)
Net cash used in investing activities	(17,175,965)	(15,905,824)

	Year Ended December 31, 2002	
	As Previously Reported	As Restated
Select Statement of Operations Data:		
Cost of transportation	\$ 84,477,430	\$ 86,084,863
Net revenue	38,310,195	36,702,762



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Income from operations	2,354,215	746,782
Income from continuing operations before income taxes and minority interest	2,482,206	874,773
Income tax expense	101,877	421,177
Income from continuing operations before minority interest	2,380,329	453,596
Income from continuing operations	2,380,329	453,596
Net income	2,380,329	453,596
Net income attributable to common stockholders`	17,400,477	15,473,744
Basic earnings per common share:		
Continuing operations	\$ 0.79	\$ 0.70
Earnings per common share	0.79	0.70
Diluted earnings per common share:		
Continuing operations	\$ 0.08	\$ 0.02
Earnings per common share	0.08	0.02
Select Statement of Cash Flows Data:		
Net income	\$ 2,380,329	\$ 453,596
Deferred income taxes	-	389,300
Accounts payable and accrued expenses	639,201	2,176,634

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STONEPATH GROUP, INC.  
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	December 31, 2001	
	As Previously Reported	As Restated
Select Statement of Operations Data:		
Cost of transportation	\$ 9,740,774	\$ 10,008,584
Net revenue	5,857,115	5,589,305
Loss from operations	(4,551,777)	(4,819,587)
Loss from continuing operations before income taxes and minority interest	(3,257,069)	(3,524,879)
Income tax expense	-	71,500
Loss from continuing operations before minority interest	(3,257,069)	(3,596,379)
Loss from continuing operations	(3,257,069)	(3,596,379)
Net loss	(17,119,782)	(17,459,092)
Net loss attributable to common stockholders	(21,270,980)	(21,610,290)
Basic loss per common share:		
Continuing operations	\$ (0.36)	\$ (0.38)
Loss per common share	(1.04)	(1.06)
Diluted loss per common share:		
Continuing operations	\$ (0.36)	\$ (0.38)
Loss per common share	(1.04)	(1.06)
Select Statement of Cash Flows Data:		
Net loss	\$ (17,119,782)	\$ (17,459,092)

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Deferred income taxes	-	71,500
Accounts payable and accrued expenses	(470,871)	(203,061)

The restatements referred to above also affect periods for which earn-out payments were made to selling shareholders. At December 31, 2003 and 2002, earn-outs payable and subsequently paid to selling shareholders exceeded amounts which would have been due had the adjustments been recorded during the periods restated. The aggregate over payments of \$4,345,331 previously recorded as additional goodwill have been eliminated from goodwill. The overpayment of \$1,270,141 applicable to 2002 has been reclassified to other assets as of December 31, 2003, and, because of the differing interpretations of the stock purchase agreements by the Company and the selling shareholders, has been fully reserved for, with the charge included in other income (expense) in the consolidated statement of operations for the year ended December 31, 2003. Identical treatment will be effected in the financial statements for the \$3,075,190 in overpayments applicable to 2003 and paid in 2004. The Company intends to pursue repayment, which will be recorded as other income if and when received.

#### (4) Discontinued Operations

On December 28, 2001, the Board of Directors approved a plan to dispose of all of the assets related to the Company's former business of investing in early-stage technology companies, since these investments were incompatible with the Company's current strategy of building a global integrated logistics services organization. Therefore, for financial reporting purposes, the assets, liabilities, results of operations and cash flows of the former business have been segregated from those of the continuing operations and are presented in the Company's consolidated financial statements as discontinued operations. The Company never recognized any revenue from its former business model. During the second quarter of 2003, the

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### STONEPATH GROUP, INC. Notes to Consolidated Financial Statements December 31, 2003, 2002 and 2001

Company accrued a liability for \$135,000 related to services rendered in 2000 by a consultant. The liability was satisfied in the third quarter of 2003 through the issuance of common stock. Also during the second quarter of 2003, a subtenant defaulted on the payment of sublease rentals related to a property occupied by the Company's former business. The Company accrued a liability for the remaining rental payments and recognized a loss of approximately \$239,000. During the fourth quarter of 2003, the Company entered into a new sublease agreement and reduced the rental liability by approximately \$92,000, which represents the amount of rentals to be received under the new agreement. The total loss recognized related to discontinued operations in 2003, net of income taxes, amounts to approximately \$263,000, and is reflected as loss from discontinued operations in the accompanying consolidated statement of operations for the year ended December 31, 2003. Pre-tax operating losses amounting to \$13,862,713 are reflected in the accompanying consolidated statements of operations as loss from discontinued operations for the year ended December 31, 2001.

#### (5) Acquisitions

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On June 20, 2003, the Company acquired, through its indirect wholly owned subsidiary, Stonepath Logistics Government Services, Inc. ("SLGS"), the business of Regroup Express LLC, a Virginia limited liability company ("Regroup") for \$3,700,000 in cash and \$1,000,000 of the Company's common stock paid at closing, plus contingent consideration of up to an additional \$12,500,000 payable over a period of five years based on the future financial performance of SLGS following the acquisition. The members of Regroup may also be entitled to an additional earn-out payment to the extent its pre-tax earnings exceed \$17,500,000 during the earn-out period. The Company used funds from its credit facility with LaSalle Business Credit, Inc. for the cash payment at the closing. The business acquired from Regroup provides time-definite domestic and international transportation services including air and ground freight forwarding, ocean freight forwarding, major project logistics as well as local pick up and delivery services. The customers of the acquired business include U.S. government agencies and contractors, select companies in the retail industry and other commercial businesses. The acquisition, which significantly enhances the Company's presence in the Washington, D.C. market, was accounted for as a purchase and accordingly, the results of operations and cash flows of the business acquired from Regroup are included in the accompanying consolidated financial statements prospectively from the date of acquisition. The total purchase price, including acquisition costs of \$243,000, but excluding the contingent consideration, was \$4,943,000. The following table summarizes the allocation of the purchase price based on the estimated fair value of the assets acquired at June 20, 2003 (in thousands):

Furniture and equipment	\$	50
Other intangible assets		1,513
Goodwill		3,380
		-----
Net assets acquired	\$	4,943
		-----

The acquired intangible assets have a weighted average useful life of five years. The intangible assets include a customer related intangible of \$1,433,000 with a five year life and a covenant-not-to-compete of \$80,000 with a five year life. The \$3,380,000 of goodwill was assigned to the Company's domestic business unit and is deductible for income tax purposes.

On August 8, 2003, through newly formed subsidiaries, the Company acquired a 70% interest in the Singapore and Cambodia based operations of the G-Link Group ("G-Link"), a regional logistics business headquartered in Singapore with offices throughout Southeast Asia. As consideration for the purchase, the Company paid \$3,704,000 at closing through a combination of \$2,792,000 in cash, which was provided from funds available under its credit facility, and \$912,000 of the Company's common stock and agreed to issue to G-Link a thirty percent interest in the newly formed subsidiaries which acquired the operations. As additional purchase price, on a post-closing basis, the Company paid G-Link for 70% of its excess net assets in the amount of \$1,516,000 through the issuance of additional common stock of the Company.

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G-Link will also be entitled to an earn-out arrangement over a period of four years of up to \$2,500,000 contingent upon the future financial performance of the business. The acquisition was accounted for as a purchase and accordingly, the results of operations and cash flows of G-Link are reflected in the Company's consolidated financial statements for periods subsequent to the date of the transaction. The G- Link acquisition facilitates the Company's expansion into a rapidly growing region where most of the Company's customers have significant supplier relationships. The total purchase price, including acquisition costs of \$495,000, but excluding the contingent consideration, was \$5,715,000. The following table summarizes the allocation of the purchase price based on management's estimate of the fair value of assets acquired and liabilities assumed at August 8, 2003 (in thousands):

Current assets	\$ 4,095
Furniture and equipment	81
Other intangible assets	994
Goodwill	3,065
	-----
Total assets acquired	8,235
Current liabilities assumed	(1,810)
Minority interest	(710)
	-----
Net assets acquired	\$ 5,715
	=====

The acquired intangible assets have a weighted average life of 6.2 years. The intangible assets include a customer related intangible of \$917,000 with a 6.5 year life and a covenant-not-to-compete of \$77,000 with a four year life. The \$3,065,000 of goodwill was assigned to the Company's international business unit and is deductible for income tax purposes.

During 2003, the Company made several smaller acquisitions. The total consideration for these acquisitions amounted to \$3,826,000 consisting of approximately \$3,306,000 in cash and approximately \$520,000 of the Company's common stock paid at closing, plus contingent consideration of up to an additional \$6,157,000 payable over a period ending in 2009 based on the future financial performance of the acquired companies following their acquisition. These companies, situated in Portland, Maine, Miami, Florida, El Paso, Texas, Malaysia, Shanghai and Hong Kong complement the Company's existing operations or expand its operations into new geographical locations. The acquisitions were accounted for as purchase transactions and accordingly, the results of operations and cash flows of the acquired U.S.-based companies are included in the consolidated financial statements prospectively from the date of acquisition; the foreign-based companies will be included in the consolidated financial statements prospectively from the date of acquisition on a one month delay in accordance with the Company's consolidation policies. In connection with these transactions, the Company recorded intangible assets amounting to \$780,000 and goodwill amounting to \$2,100,000 of which \$886,000 is expected to be deductible for income tax purposes.

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The following unaudited pro forma information is presented as if the two material acquisitions (Regroup and G-Link) had occurred on January 1, 2002 (in thousands):

	YEAR ENDED DECEMBER 31,	
	RESTATED 2003	RESTATED 2002
Total revenue	\$ 240,318	\$ 156,640
Income from continuing operations	186	2,859
Net income (loss)	(77)	2,859
Earnings per share:		
Basic	\$ --	\$ 0.76
Diluted	\$ --	\$ 0.09

(6) Acquired Intangible Assets

Information with respect to acquired intangible assets is as follows:

	DECEMBER 31,			
	2003		2002	
	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION
Amortizable intangible assets:				
Customer related	\$ 8,970,000	\$ 2,923,033	\$ 5,980,000	\$ 1,533,667
Covenants-not-to-compete	1,119,000	390,074	760,000	163,778
Total	\$ 10,089,000	\$ 3,313,107	\$ 6,740,000	\$ 1,697,445

Aggregate amortization expense:

For the year ended December 31, 2003	\$ 1,615,662
--------------------------------------	--------------

Estimated aggregate amortization expense:

For the year ended December 31, 2004	\$ 1,782,053
For the year ended December 31, 2005	1,313,692
For the year ended December 31, 2006	1,100,666
For the year ended December 31, 2007	916,770
For the year ended December 31, 2008	727,845

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(7) Furniture and Equipment

Furniture and equipment consists of the following:

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	DECEMBER 31,	
	2003	2002
Furniture and office equipment	\$ 3,396,048	\$ 2,761,837
Computer software	5,006,495	986,942
Leasehold improvements	593,425	400,968
Vehicles	62,334	40,167
	9,058,302	4,189,914
Less: accumulated depreciation	(1,995,346)	(956,237)
	<u>\$ 7,062,956</u>	<u>\$ 3,233,677</u>

(8) Revolving Credit Facility

In May 2002, the Company secured a \$15,000,000 revolving credit facility (the "Facility") which was increased to \$20,000,000 during 2003. The Facility is collateralized by accounts receivable and other assets of the Company and its subsidiaries. At the time of borrowing, the Company has the option to elect to pay interest at a rate equal to LIBOR plus 2.25% or the prime rate. The Company also pays a commitment fee of 0.5% per annum on the average unused balance of the Facility. The Company may use advances under the Facility to finance future acquisitions, capital expenditures or other corporate purposes. Under the terms of the Facility, the Company is permitted to make additional acquisitions without the lender's consent only if certain conditions are satisfied. The conditions imposed by the credit facility include the following: (1) the absence of an event of default under the credit facility; (2) the company to be acquired must be in the transportation and logistics industry; (3) the purchase price to be paid must be consistent with the Company's historical business and acquisition model; (4) the undrawn availability under the credit facility must average \$5,000,000 for the 60 days preceding the acquisition and must be at least \$5,000,000 after giving effect to the acquisition; (5) the lender must be reasonably satisfied with projected financial statements covering a 12 month period following the acquisition; (6) the acquisition documents must be provided to the lender and must be consistent with the description of the transaction provided to the lender; (7) through May 2005, the aggregate cash consideration paid at the closing for foreign acquisitions must not exceed \$11,300,000 (such amount may be increased up to \$20,000,000 based on the results of subsequent equity offerings); and (8) the number of such permitted acquisitions is limited to four per year (excluding any acquisitions for which the purchase price is payable solely in stock). Borrowings under the Facility may be limited based upon measures of the Company's cash flow, as well as a covenant that limits funded debt (the "Funded Debt Covenant") to a multiple of consolidated earnings before interest, taxes, depreciation and amortization generated from the operations of the United States subsidiaries ("Domestic EBITDA"). Under the Funded Debt Covenant, the funded debt is limited to a multiple of 2.75 of the Domestic EBITDA measured on a rolling four quarter basis. As the rolling four quarter Domestic EBITDA increases or decreases, the availability under the Facility will increase or decrease. At December 31, 2003, based on available collateral, \$4,687,300 earmarked for foreign acquisitions, and an outstanding \$160,000 letter of credit commitment, there was \$15,152,700 available for borrowing under the Facility.

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## STONEPATH GROUP, INC. Notes to Consolidated Financial Statements December 31, 2003, 2002 and 2001

As discussed in Note 3, the Company restated its consolidated financial statements as of December 31, 2003 and 2002 and for each of the years in the three-year period ended December 31, 2003. Based upon the restated consolidated financial statements, the Company was in technical default of certain financial covenants of the Facility, as amended. These defaults have been waived and the Company has entered into a further amended revolving credit facility, dated November 17, 2004. This amendment reduces the facility term from May 15, 2007 to January 31, 2006, reduces the maximum availability under the facility from \$25,000,000 to \$22,500,000, establishes minimum quarterly EBITDA targets for the Company and defined segments commencing in the quarter ending December 31, 2004, precludes acquisitions, eliminates LIBOR based borrowings, fixes the interest rate at the lender's prime rate plus 200 basis points and imposes semi-annual fees of approximately \$125,000, among other changes to the agreement.

During the year ended December 31, 2003, the Company incurred interest costs of \$189,359 of which \$47,500 was capitalized.

(9) Income Taxes

Deferred tax assets and liabilities are determined based upon the estimated future tax effects of temporary differences between the financial statement and tax bases of assets and liabilities, as well as for operating and capital loss carryforwards, using the current enacted tax rates. Deferred income tax assets and liabilities are classified as current and noncurrent based on the financial reporting classification of the related assets and liabilities that give rise to the temporary difference. The tax effects of temporary differences that give rise to the Company's deferred tax accounts are as follows:

	DECEMBER 31,	
	RESTATED 2003	RESTATED 2002
Deferred tax assets:		
Accruals and reserves	\$ 191,000	\$ 47,500
Equity in losses of affiliate companies	384,000	394,100
Depreciation and amortization	616,000	366,600
Deferred compensation and warrants	3,044,000	10,095,900
Capital loss carryforward	2,201,000	2,257,900
Federal and state deferred tax benefits arising from net operating loss carryforwards	9,550,000	8,866,000
Total gross deferred tax assets	15,986,000	22,028,000
Less: valuation allowance	(15,986,000)	(22,028,000)
Net total deferred tax assets	--	--
Deferred tax liabilities:		
Amortization of goodwill for tax purposes	(985,600)	(460,800)
Foreign taxes	(50,000)	--
	-----	-----

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Total gross deferred tax liabilities	(1,035,600)	(460,800)
	-----	-----
Net deferred tax liabilities	\$ (1,035,600)	\$ (460,800)
	=====	=====

The Company has not recorded deferred income taxes on the undistributed earnings of its foreign subsidiaries because it is management's intention to reinvest such earnings for the foreseeable future. At December 31, 2003, the undistributed earnings of the foreign subsidiaries amounted to approximately

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\$784,000. Upon distribution of these earnings in the form of dividends or otherwise, the Company may be subject to U.S. income taxes and foreign withholding taxes. It is not practical, however, to estimate the amount of taxes that may be payable on the eventual remittance of these earnings.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income, management believes that a valuation allowance against the gross deferred tax assets is appropriate.

The net change in the valuation allowance for the years ended December 31, 2003 and 2002 was a decrease of \$6,042,000 and \$2,122,000, respectively. The decrease in 2003 was principally due to a reduction in the amount of the deferred tax asset related to stock-based compensation. As of December 31, 2003, the Company had net operating loss carryforwards for federal and state income tax purposes amounting to approximately \$24,900,000 and \$23,159,000, respectively. The federal net operating loss carryforwards expire beginning 2018 through 2021, and the state net operating loss carryforwards expire beginning in 2004. The use of certain net operating losses may be subject to annual limitations based on changes in the ownership of the Company's common stock, as defined by Section 382 of the Internal Revenue Code.

Income tax expense attributable to continuing operations is as follows:

	YEARS ENDED DECEMBER 31,		
	RESTATED	RESTATED	RESTATED
	2003	2002	2001
	-----	-----	-----
Current:			
Federal	\$ --	\$ --	\$ --
State	40,000	30,000	--
Foreign	121,086	1,877	--
	-----	-----	-----



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	161,086	31,877	--
	-----	-----	-----
Deferred			
Federal	448,800	309,500	55,400
State	76,000	79,800	16,100
Foreign	50,000	--	--
	-----	-----	-----
	574,800	389,300	71,500
	-----	-----	-----
	\$ 735,886	\$ 421,177	\$ 71,500
	=====	=====	=====

In addition to the amounts reflected above, an income tax benefit of approximately \$19,000 has been allocated to discontinued operations for the year ended December 31, 2003.

The following table reconciles income taxes based on the U.S. statutory tax rate to the Company's income tax expense related to continuing operations.

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	YEARS ENDED DECEMBER 31,		
	RESTATED 2003	RESTATED 2002	RESTATED 2001
	-----	-----	-----
Tax at statutory rate	34.0%	34.0%	34.0%
Amortization of goodwill	112.0	35.4	(1.6)
Change in valuation allowance	22.5	(44.0)	(32.8)
State taxes	29.0	12.5	(0.5)
Effect of tax rates of foreign subsidiaries	(39.1)	(0.2)	--
Non-deductible items	25.3	10.4	(1.1)
	-----	-----	-----
Income tax expense	183.7%	48.1%	(2.0)
	=====	=====	=====

(10) Commitments

Employment Agreements

At December 31, 2003, the Company had employment agreements with three of its officers for an aggregate annual base salary of \$760,000 plus bonus and increases in accordance with the terms of the agreements. The contracts are for three-year terms.

Leases

The Company leases equipment, office and warehouse space under operating leases expiring at various times through 2010. During 2003, the Company entered into a capital lease for certain technology and hardware related to its Tech-Logis(TM) project. Total rent expense related to continuing operations for the years ended December 31, 2003, 2002 and 2001 was

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\$7,451,000, \$4,750,000 and \$969,000, respectively. Future minimum lease payments are as follows:

YEAR ENDING DECEMBER 31,	OPERATING LEASES			CAPITAL LEASE
	THIRD-PARTY	RELATED PARTY	TOTAL	
2004	\$ 5,790,000	\$ 187,000	\$ 5,977,000	\$ 749,703
2005	5,214,000	94,000	5,308,000	749,178
2006	3,708,000	--	3,708,000	435,715
2007	2,614,000	--	2,614,000	--
2008	1,722,000	--	1,722,000	--
Thereafter	1,151,000	--	1,151,000	--
Total minimum lease payments	\$ 20,199,000	\$ 281,000	\$ 20,480,000	1,934,596
Less: Amount representing interest				128,584
Present value of minimum lease payments				1,806,012
Less: Current portion of capital lease obligation				671,197
Long term portion of capital lease obligation				\$ 1,134,815

### Employee Benefit Plan

The Company sponsors voluntary defined contribution savings plans covering all U.S. employees. Company contributions are discretionary. For the years ended December 31, 2003, 2002 and 2001, total Company contributions amounted to \$547,000, \$260,000 and \$37,500, respectively.

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(11) Contingencies

#### Acquisition Agreements

Assuming minimum pre-tax income levels are achieved by the acquired companies, the Company will be required to make future contingent consideration payments by April 1 of the respective year as follows (in thousands):

	2005	2006	2007	2008	2009	TOTAL
Domestic	\$ 9,040	\$ 8,050	\$ 2,500	\$ 2,500	\$ --	\$ 22,090
International	2,804	2,804	3,176	1,442	909	11,135
Total	\$ 11,844	\$ 10,854	\$ 5,676	\$ 3,942	\$ 909	\$ 33,225

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In addition, during the 2003-2008 earn-out period, there is an additional contingent obligation related to tier-two earn-outs that could be as much as \$18,000,000 if certain of the acquired companies generate an incremental \$37,000,000 in pre-tax earnings. The above also excludes \$2,500,000 of contingent purchase price payable to the former members of Regroup in the third quarter of 2004 subject to the acquired operations achieving a \$3,500,000 earnings target for the twelve-month period commencing July 1, 2003.

### Legal Proceedings

On October 12, 2000, Emergent Capital Investment Management, LLC ("Emergent") filed suit against the Company and two of its officers contending that it was misled by statements made by the defendants in connection with the offering of the Company's Series C Preferred Stock which closed in March 2000. Specifically, Emergent alleges that it is entitled to rescind the transaction because it was allegedly represented that the size of the offering would be \$20,000,000 and the Company actually raised \$50,000,000. Emergent seeks a return of its \$2,000,000 purchase price of Series C shares. In June of 2001, the Company moved for summary judgment in this case.

After the summary judgment motion was filed, Emergent filed a second action against the Company and two of its officers alleging different allegations of fraud in connection with the Series C offering. In the new complaint, Emergent alleges that oral statements and written promotional materials distributed by the Company at a meeting in connection with the Series C offering were materially inaccurate with respect to the Company's investment in Net Value, Inc., a wholly owned subsidiary of the Company. Emergent also contends that the defendants failed to disclose certain allegedly material transactions in which an officer was involved prior to his affiliation with the Company. The Company filed a motion to dismiss this new action for failure to state a claim upon which relief can be granted.

On October 2, 2001, the Court entered an order granting summary judgment to the defendants in the first case filed by Emergent and dismissing Emergent's second complaint for failure to state a claim upon which relief can be granted. The Court allowed Emergent 20 days to file a second amended complaint as to the second action only. On October 21, 2001, Emergent did file a second amended complaint in the second action. The second amended complaint did not raise any new factual allegations regarding Emergent's participation in the offering.

The Company filed a motion to dismiss Emergent's second amended complaint. On April 15, 2002, the District Court entered an order granting the motion to dismiss Emergent's second amended complaint against the Company and its former officers. The District Court refused to grant Emergent an additional opportunity to re-plead its claims against the defendants and a final order dismissing the matter has been entered. Emergent thereafter filed a notice of appeal to the United States Court of Appeals for the Second Circuit. On September 4, 2003, the Second Circuit Court of Appeals entered an order affirming in part,

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vacating in part and remanding in part the matter to the District Court. The Court affirmed the dismissal of some of the counts in the second amended complaint and determined that Emergent had stated a claim on the other counts. The Company has filed an answer denying liability to Emergent and discovery on causation issues is proceeding. The Company believes it has meritorious defenses to this action and intends to continue to vigorously defend this matter. No accrual has been established for this proceeding since (i) the Company believes it has substantial defenses to the plaintiff's claims, and (ii) the amount of the loss, if any, cannot be reasonably estimated. Notwithstanding the Company's belief, there can be no assurances, however, that the Company will not incur material expenses in the defense and resolution of this matter.

On May 6, 2003, the Company settled litigation instituted on August 20, 2000 by Austost Anstalt Schaan, Balmore Funds, S.A. and Amro International, S.A. Although it was believed that the plaintiffs' claims were without merit, the Company chose to settle the matter in order to avoid future litigation costs and to mitigate the diversion of management's attention from operations. The total settlement costs of \$787,500, paid \$437,500 in cash and \$350,000 in shares of the Company's common stock, are included in litigation and nonrecurring costs in the accompanying consolidated statement of operations for the year ended December 31, 2003.

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 these 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 proceedings.

One of the Company's customers which is the subject of a Chapter 11 proceeding under the Bankruptcy Code paid to the Company approximately \$1,300,000 of pre-petition indebtedness for shipping and delivery charges pursuant to an order of a United States Bankruptcy Court authorizing the payment of such charges. One of the creditors in the Chapter 11 proceeding appealed other orders of the Bankruptcy Court authorizing the payment of pre-petition indebtedness to other creditors for other charges, and those orders have been reversed by a United States District Court. The Company's customer has appealed the District Court's reversal and that appeal is pending. While no action has been taken in the Bankruptcy Court to challenge the payments made to the Company, if such action were taken in the future and that action were successful, the Company could be required to return all or a substantial portion of the payments made by the customer.

### (12) Stockholders' Equity

The Company has two classes of authorized stock: common stock and preferred stock.

#### a) Common Stock

The Company is authorized to issue 100,000,000 shares of common stock, par value \$.001 per share. The holders of common stock are entitled to one vote per share and are entitled to dividends as declared. Dividends are subject to the preferential rights of the holders of the Company's preferred stock. The Company has never declared dividends on its common stock.

In March 2003, the Company completed a private placement of 4,470,000

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shares of its common stock at a price of approximately \$1.35 per share realizing gross proceeds of \$6,072,500. This placement yielded net proceeds of \$5,512,468 for the Company, after the payment of placement agent fees and other out-of-pocket costs associated with the placement.

In October 2003, the Company completed a private placement of 5,983,500 shares of its common stock at a price of \$2.20 per share realizing gross proceeds of \$13,163,700. This placement yielded net proceeds of \$12,552,947 for the Company, after the payment of placement agent fees and other out-of-pocket costs associated with the placement.

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b) Preferred Stock

The Company's Board of Directors has the authority, without further action by the stockholders, to issue up to 10,000,000 shares of preferred stock, par value \$.001 per share, that may be issued in one or more series and with such terms as may be determined by the Board of Directors.

Series C Preferred Stock

In March 2000, the Company completed a private placement transaction in which it issued 4,166,667 shares of Series C Preferred Stock and warrants to purchase 416,667 additional shares of common stock for aggregate gross proceeds of \$50,000,000.

The terms of the Series C Preferred Stock initially required the Company to use the proceeds from this offering solely for investments in early stage Internet companies. In February 2001, the Company received consents (the "Consents") from the holders of more than two-thirds of its issued and outstanding shares of Series C Preferred Stock to modify this restriction to permit it to use the proceeds to make any investments in the ordinary course of business, as from time-to-time determined by the Board of Directors, or for any other business purpose approved by the Board of Directors.

In exchange for the Consents, the Company agreed to a private exchange transaction (the "Exchange Transaction") in which it would issue to the holders of the Series C Preferred Stock as of July 18, 2002 (the "conversion date"), additional warrants to purchase up to a maximum of 2,692,195 shares of common stock at an exercise price of \$1.00 per share, and reduce the per share exercise price from \$26.58 to \$1.00 for 307,805 existing warrants owned by the holders of the Series C Preferred Stock. As a condition to receiving the additional warrants and having their existing warrants re-priced, the holders of the Series C Preferred Stock agreed to convert their shares of preferred stock into shares of common stock on the conversion date.

At the request of the largest holder of Series C Preferred Stock (because of legal limitations in its governing instruments which prevent it from holding investments in common stock), the Company expanded the Exchange Transaction to include an additional alternative. Holders of the Series C Preferred Stock as of the conversion date were provided with the alternative of exchanging the common stock issuable upon conversion of the Series C Preferred Stock, the additional warrants and

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re-priced warrants, for shares of a newly designated Series D Convertible Preferred Stock.

As a result of the exercise of these rights by the holders of the Series C Preferred Stock, as of July 19, 2002, all of the Company's shares of Series C Preferred Stock, representing approximately \$44,600,000 in liquidation preferences, together with warrants to purchase 307,805 shares of the Company's common stock, were surrendered and retired in exchange for a combination of securities consisting of:

- o 1,911,071 shares of common stock;
- o 1,543,413 warrants to purchase common stock at an exercise price of \$1.00; and
- o 360,745 shares of Series D Convertible Preferred Stock.

The 1,911,071 shares of common stock and the 1,543,413 warrants to purchase shares of common stock at an exercise price of \$1.00 were issued in exchange for 1,911,071 shares of Series C Preferred Stock and warrants to purchase 158,349 shares of the Company's common stock at an exercise price of \$26.58 per share. The exchange of the common stock for the Series C Preferred Stock was accounted for as a conversion of the Series C Preferred Stock pursuant to its terms. The estimated fair value of the additional warrants and the re-priced warrants had been previously recorded by the Company in 2001 as a dividend, so no further amount was recorded in 2002.

The remaining 1,803,725 shares of Series C Preferred Stock were converted into 1,803,725 shares of common stock. In addition, the Company issued 1,307,130 additional warrants to purchase shares of

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common stock at an exercise price of \$1.00 per share and re-priced 149,457 warrants to purchase shares of the Company's common stock (the re-priced warrants were re-priced from an exercise price of \$26.58 per share to an exercise price of \$1.00 per share). The common stock, additional warrants and re-priced warrants were then immediately surrendered by the holders in exchange for 360,745 shares of Series D Convertible Preferred Stock.

EITF Topic D-42, The Effect on the Calculation of Earnings per Share for the Redemption or Induced Conversion of Preferred Stock, indicates that the excess of the carrying amount of preferred stock over the fair value of the consideration transferred to the holders of the preferred stock should be added to net income. The Series C Preferred Stock which was converted into Series D Convertible Preferred Stock had a carrying value of approximately \$21,645,000. The Company obtained an independent appraisal which valued the Series D Convertible Preferred Stock at approximately \$4,672,000. The excess of the carrying value of the Series C Preferred Stock over the fair value of the Series D Convertible Preferred Stock was added to net income for purposes of computing net income attributable to common stockholders for the year ended December 31, 2002. The Exchange Transaction had no effect on the cash flows of

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the Company.

The holders of the Series C Preferred Stock earned 162,741 and 299,069 additional shares of Series C Preferred Stock from payment of preferred stock dividends during the years ended December 31, 2002 and 2001, respectively.

### Series D Convertible Preferred Stock

Each share of the Series D Convertible Preferred Stock is convertible into ten shares of common stock of the Company. The conversion terms were negotiated to be similar to the terms of the Exchange Transaction. During the year ended December 31, 2003, 50,265 shares of Series D Convertible Preferred Stock were converted into 502,650 shares of common stock of the Company.

Subsequent to December 31, 2003, the holders of the Series D Convertible Preferred Stock are entitled to participate in all liquidation distributions made to the holders of the Company's common stock on an as-if converted basis. The Series D Convertible Preferred Stock carries no dividend, and, except under limited circumstances, has no voting rights except as required by law. By no later than December 31, 2004, the Series D Convertible Preferred Stock will convert into shares of the Company's common stock.

### Preferred Stock Dividends

The components of the preferred stock dividends are as follows:

	YEAR ENDED, DECEMBER 31	
	2002	2001
Series C Preferred Stock dividend payable in kind	\$ (1,952,892)	\$ (3,588,828)
Non-cash credit: excess of carrying value of Series C Preferred Stock over the fair value of Series D Convertible Preferred Stock	16,973,040	--
Non-cash charge: issuance of contingent warrants	--	(562,370)
	\$ 15,020,148	\$ (4,151,198)

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c) Deferred Stock-Based Compensation

The Company records deferred compensation when it makes restricted stock awards or compensatory stock option grants to employees, consultants or advisory board members. In the case of stock option grants to employees, the amount of deferred compensation initially recorded is the difference, if any, between the exercise price and quoted market value of the common stock on the date of grant. Such deferred compensation is fixed and remains unchanged for subsequent increases or decreases in the

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market value of the Company's common stock. In the case of options granted to consultants or advisory board members, the amount of deferred compensation recorded is the fair value of the stock options on the grant date as determined using a Black-Scholes valuation model. The Company records deferred compensation as a reduction to stockholders' equity and an offsetting increase to additional paid-in capital. The Company then amortizes deferred compensation into stock-based compensation expense over the performance period, which typically coincides with the vesting period of the stock-based award of three to four years.

The components of deferred compensation are as follows:

	EMPLOYEES	CONSULTANTS AND ADVISORY BOARD	TOT
Balance at January 1, 2001	\$ 10,679,930	\$ 91,794	\$ 10,
Deferred compensation recorded	1,207	19,450	
Cancellations and fair value adjustments	(4,756,331)	(109,623)	(4,
Amortization to stock-based compensation	(5,713,168)	(1,621)	(5,
Balance at December 31, 2001	211,638	--	
Deferred compensation recorded	--	3,193	
Amortization to stock-based compensation	(95,232)	(3,193)	
Balance at December 31, 2002	116,406	--	
Amortization to stock-based compensation	(95,232)	--	
Balance at December 31, 2003	\$ 21,174	\$ --	\$

Stock-based compensation is reflected in the accompanying consolidated statements of operations as follows:

	YEARS ENDED DECEMBER 31,		
	2003	2002	20
Personnel costs	\$ 95,232	\$ 98,425	\$ 2,
Loss from discontinued operations	-	-	3,
Total	\$ 95,232	\$ 98,425	\$ 5,

(13) Stock Options and Warrants

a) Stock Options

The Amended and Restated Stonepath Group, Inc. 2000 Stock Incentive Plan, (the "Stock Incentive Plan") covers 13,000,000 shares of common stock. Under its terms, employees, officers and directors of the Company and its subsidiaries are currently eligible to receive non-qualified and incentive stock options and restricted stock awards. Options granted



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generally vest over three to four years and expire ten years following the date of grant. The Board of Directors or a committee thereof determines the exercise price of options granted.

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STONEPATH GROUP, INC.  
Notes to Consolidated Financial Statements  
December 31, 2003, 2002 and 2001

The following summarizes the Company's stock option activity and related information:

	SHARES	RANGE OF EXERCISE PRICES	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding at January 1, 2001	4,550,830	\$ 0.50 -19.69	\$ 4.03
Granted	3,725,000	0.50 - 1.60	0.76
Cancelled	(1,992,947)	0.50 -19.69	5.99
Outstanding at December 31, 2001	6,282,883	0.50 -17.50	1.47
Granted	3,648,000	1.30 - 2.30	1.37
Exercised	(409,583)	0.50 - 1.00	0.96
Expired	(74,000)	0.70 - 1.58	0.98
Outstanding at December 31, 2002	9,447,300	0.50 -17.50	1.46
Granted	1,862,100	1.53 - 2.85	1.95
Exercised	(307,916)	0.70 - 1.30	1.04
Expired	(273,600)	9.27 -10.00	9.27
Cancelled	(123,750)	1.21 - 2.00	1.34
Outstanding at December 31, 2003	10,604,134	\$ 0.50 -17.50	\$ 1.36

The following table summarizes information about options outstanding and exercisable as of December 31, 2003:

RANGE OF EXERCISE PRICES	OUTSTANDING OPTIONS			EXERCISABLE OPTI	
	NUMBER OUTSTANDING	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER EXERCISABLE	WEIGH EXER
\$0.50 - \$1.00	4,865,834	6.8 years	\$ 0.82	4,726,605	\$
\$1.01 - \$2.00	4,602,100	8.7 years	1.46	1,624,270	
\$2.01 - \$4.00	1,063,000	8.5 years	2.40	450,222	
\$6.38	10,000	5.5 years	6.38	10,000	
\$17.50	63,200	3.7 years	17.50	63,200	
Total	10,604,134	7.8 years	\$ 1.36	6,874,297	\$

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In December 2001, vesting was accelerated on options held by the Company's former Chief Executive Officer. Since the acceleration of vesting occurred pursuant to the terms of the original option agreement, no new measurement date occurred and no additional expense was recorded in the accompanying consolidated statement of operations.

On October 5, 2001, February 28, 2002 and July 3, 2002, the Company modified the existing option arrangements with its Chief Executive Officer such that, effective as of July 3, 2002, vesting was fully accelerated on options to purchase 1,800,000 shares of the Company's common stock. Based on the excess of the trading price of the common stock on the dates of the modifications over the exercise price, the Company could incur a non-cash charge to its earnings of approximately \$870,000 if the Chief Executive Officer leaves the employment of the Company prior to the vesting dates specified in the original option grant.

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STONEPATH GROUP, INC.  
Notes to Consolidated Financial Statements  
December 31, 2003, 2002 and 2001

b) Warrants

The Company had outstanding the following warrants to purchase its securities as of December 31, 2003:

DESCRIPTION OF SERIES	NUMBER OF WARRANTS ISSUED	EXERCISE PRICE PER SHARE
Common stock	1,883,396	\$1.00 - \$1.49

These warrants were issued primarily in connection with former borrowing arrangements, the Series C Preferred Stock issuance, the receipt of consulting services and services to be rendered in connection with a private placement of the Company's common stock. In 2002, the Company recorded \$95,000 of deferred offering costs for warrants that were issued in connection with an anticipated private placement of the Company's common stock.

(14) Fair Value of Financial Instruments

At December 31, 2003 and 2002, the carrying values of cash and cash equivalents, accounts receivable, loans receivable and accounts payable approximated their fair values as they are short term and are generally receivable or payable on demand. At December 31, 2003, the carrying value of the capital lease approximated its fair value, which was determined using the interest rate currently available to the Company for issuance of debt with similar terms and remaining maturities.

(15) Related Party Transactions

Certain real estate is leased from the former principal shareholder of Air Plus under an operating lease. The Company leased one building in 2003 and 2002 and two buildings in 2001. Rent under this arrangement was determined by a survey of comparable building rents and totaled \$187,000 for each of the years ended December 31, 2003 and 2002 and \$110,000 for

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the period from October 5, 2001 to December 31, 2001.

During 2003, the Company paid \$25,872 for consulting services received from a company owned by a director.

During 2002, the Company purchased certain computer equipment and peripherals for \$28,000 from a company owned by the Company's Chairman and Chief Executive Officer.

During 2002, the Company paid a total of \$60,000 to two of its directors as a placement fee related to the employment of the Company's Chief Financial Officer.

At December 31, 2003 and 2002, an officer was indebted to the Company for a loan with an aggregate unamortized balance of \$14,597 and \$39,593, respectively. This loan is generally forgivable over a three-year term and for accounting purposes is amortized evenly to expense over the term which ends in April 2004.

At December 31, 2003, a former principal shareholder of Global was indebted to the Company for a loan amounting to \$175,000. The loan is repayable in two equal installments by offset against his portion of the contingent consideration payment.

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STONEPATH GROUP, INC.  
Notes to Consolidated Financial Statements  
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(16) 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 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. The Company determined that it has two operating segments: the Domestic Services platform, which provides a full range of logistics and transportation services throughout North America, and its International Services platform, which provides international air and ocean logistics services. Each segment has a separate management structure. The accounting policies of the reportable segments are the same as described in Note 2. Segment information, in which corporate expenses (other than the legal settlement and non-recurring costs) have been fully allocated to the operating segments, is as follows (in thousands):

	YEAR ENDED DECEMBER 31, 2003			
	RESTATED DOMESTIC SERVICES	INTERNATIONAL SERVICES	CORPORATE	REST TOT
Revenue from external customers	\$ 129,474	\$ 90,610	\$ --	\$

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Inter-segment revenue	56	124	--
Revenue from significant customer	53,852	--	--
Segment operating income (loss)	(1,465)	4,312	(1,169)
Segment assets	49,780	36,577	3,912
Segment goodwill	19,641	11,868	--
Depreciation and amortization	2,259	401	--
Capital expenditures	643	140	3,400

YEAR ENDED DECEMBER 31, 2002

	RESTATED DOMESTIC SERVICES	INTERNATIONAL SERVICES	CORPORATE	REST TOT
Revenue from external customers	\$ 78,319	\$ 44,469	\$ --	\$
Inter-segment revenue	76	15	--	
Revenue from significant customer	40,164	--	--	
Segment operating income (loss)	(1,023)	1,770	--	
Segment assets	40,682	13,867	(564)	
Segment goodwill	13,923	5,208	--	
Depreciation and amortization	2,036	151	--	
Capital expenditures	788	349	676	

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STONEPATH GROUP, INC.  
Notes to Consolidated Financial Statements  
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The revenue in the table below is allocated to geographic areas based upon the location of the customer (in thousands):

	YEAR ENDED DECEMBER 31,		
	Restated 2003	2002	2001
Total revenue:			
United States	\$ 208,591	\$ 121,111	\$ 15,598
Asia	8,003	1,076	--
North America (excluding the United States)	1,360	55	--
Europe	1,287	344	--
Other	843	202	--
Total	\$ 220,084	\$ 122,788	\$ 15,598

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STONEPATH GROUP, INC.  
Notes to Consolidated Financial Statements  
December 31, 2003, 2002 and 2001

(17) Quarterly Information (Unaudited)

The following is a summary of certain unaudited quarterly financial information for fiscal 2003 and 2002:

2003	QUARTER ENDED			
	RESTATED MARCH 31	RESTATED JUNE 30	RESTATED SEPTEMBER 30	RESTATED DECEMBER 31
Total revenue	\$ 38,572,441	\$ 46,333,898	\$ 65,507,874	\$ 69,600,000
Cost of transportation	26,634,489	34,392,588	47,554,483	49,500,000
Net revenue	\$ 11,937,952	\$ 11,941,310	\$ 17,953,391	\$ 20,100,000
Income (loss) from continuing operations	\$ (1,656,934)	\$ (1,792,020)	\$ 1,307,951	\$ 1,600,000
Gain (loss) from discontinued operations	--	(354,991)	--	--
Net income (loss) attributable to common stockholders	\$ (1,656,934)	\$ (2,147,011)	\$ 1,307,951	\$ 1,700,000
Earnings (loss) per common share:				
Basic				
Continuing operations	\$ (0.07)	\$ (0.06)	\$ 0.04	\$ 0.04
Discontinued operations	--	(0.01)	--	--
Earnings per common share	\$ (0.07)	\$ (0.07)	\$ 0.04	\$ 0.04
Diluted				
Continuing operations	\$ (0.07)	\$ (0.06)	\$ 0.03	\$ 0.03
Discontinued operations	--	(0.01)	--	--
Earnings per common share	\$ (0.07)	\$ (0.07)	\$ 0.03	\$ 0.03

2002	QUARTER ENDED			
	RESTATED MARCH 31	RESTATED JUNE 30	RESTATED SEPTEMBER 30	RESTATED DECEMBER 31
Total revenue	\$ 13,065,560	\$ 28,524,745	\$ 37,881,049	\$ 43,300,000

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Cost of transportation	10,372,507	19,008,164	26,282,940	30,4
Net revenue	\$ 2,693,053	\$ 9,516,581	\$ 11,598,109	\$ 12,8
Net income (loss)	\$ (2,948,417)	\$ 848,801	\$ 1,534,489	\$ 1,0
Preferred stock dividends and effect of redemption	(887,772)	(892,116)	16,800,036	
Net income (loss) attributable to common stockholders	\$ (3,836,189)	\$ (43,315)	\$ 18,334,525	\$ 1,0
Earnings (loss) per common share(1):				
Basic	\$ (0.18)	\$ --	\$ 0.80	\$
Diluted	\$ (0.18)	\$ --	\$ 0.05	\$

(1) Includes effect of preferred stock dividends and effect of redemption

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STONEPATH GROUP, INC.  
Notes to Consolidated Financial Statements  
December 31, 2003, 2002 and 2001

(18) Subsequent Events

On February 9, 2004 the Company filed a shelf registration statement with the Securities and Exchange Commission. This registration statement, filed on Form S-3, has been declared effective, and permits the Company 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 \$50,000,000.

On February 9, 2004, the Company entered into a definitive agreement to acquire a 55% interest in Shanghai-based Shaanxi Sunshine Cargo Services International Co. Ltd. ("Shaanxi"). This transaction is scheduled to take effect as of March 1, 2004. Shaanxi is a Class A freight forwarder which provides its clients with 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. With this and other recent acquisitions in Hong Kong, Singapore and Malaysia, the Company is in a position to deliver a broad range of supply-chain strategies to its clients on a global basis and to take advantage of the increasing demand for integrated logistics services between the U.S. and Asia and other key markets. This acquisition will be accounted for as a purchase. Shaanxi reported revenue of \$55,000,000 for the ten-month period ended October 31, 2003. The transaction is valued at up to \$11,000,000, consisting of cash of \$3,500,000 and stock of \$2,000,000 at closing, and a five-year earn-out arrangement based upon the future financial performance of Shaanxi. The earn-out payments due will be up to \$5,500,000 (\$1,100,000 per year) contingent upon Shaanxi realizing pre-tax income of at least \$4,000,000 per year during the earn-out period. As additional purchase price, on a post-closing basis, the Company has also agreed to pay for excess closing date working capital estimated at between \$1,000,000 and \$2,000,000. The following table

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summarizes the allocation of the purchase price, which is preliminary pending the finalization of the valuation of certain intangible assets and the completion of the final balance sheet as of the transaction date (in thousands):

Current assets	\$	16,691
Furniture and equipment		89
Goodwill and intangible assets		5,650
		-----
Total assets acquired		22,430
Current liabilities assumed		(14,844)
Minority interest		(871)
		-----
Net assets acquired	\$	6,715
		=====

Effective November 17, 2004, the Company amended the Facility (the "Amended Facility") with its lender in connection with securing waivers to the technical default resulting from the restatement of the Company's consolidated financial statements as of December 31, 2003 and 2002 and for each of the years in the three-year period ended December 31, 2003. See Note 8 for a summary of the changes in the Amended Facility.

The Company has been 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 actions are officers Dennis L. Pelino and Thomas L. Scully and former officer Bohn H. Crain. These cases have now been consolidated for all purposes in that Court under the caption In re Stonepath Group, Inc. Securities Litigation, Civ. Action No. 04-4515. The plaintiffs seek to represent a class of purchasers of the Company's shares between May 7, 2003 and September 20, 2004, and allege claims for securities fraud under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. These claims are based upon the allegation that certain public statements made during the period from May 7,

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### STONEPATH GROUP, INC. Notes to Consolidated Financial Statements December 31, 2003, 2002 and 2001

2003 through August 9, 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 are seeking compensatory damages, attorneys' fees and costs, and further relief as may be determined by the Court. The Court's order consolidating the eight lawsuits envisions that the plaintiffs will file a consolidated amended complaint, which has not yet occurred. The Company and the individual defendants believe that the plaintiffs' claims are without merit and intend to vigorously defend against them.

The Company has been 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

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are 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 alleges 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 are 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 May 7, 2003 through August 9, 2004, were materially misleading because they failed to disclose that the Company's Domestic Services operations had improperly accounted for accrued purchased transportation costs. The derivative action seeks compensatory damages in favor of the Company, attorneys' fees and costs, and further relief as may be determined by the Court. The defendants believe that this action is without merit, have filed a motion to dismiss this action, and intend to vigorously defend themselves against the claims raised in this action.

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. 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 intends to voluntarily cooperate with the staff.

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### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders of  
Stonepath Group, Inc.:

Under date of February 24, 2004, except as to Note 3, the second paragraph of Note 8 and the last four paragraphs of Note 18, which are as of January 31, 2005, we reported on the consolidated balance sheets of Stonepath Group, Inc. and subsidiaries as of December 31, 2003 and 2002, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss) and cash flows for each of the years in the three-year period ended December 31, 2003. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related financial statement schedule as listed in the accompanying index. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement schedule based on our audits.

In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 3 to the consolidated financial statements, the Company has restated its consolidated financial statements as of December 31, 2003 and 2002 and for each of the years in the three-year period ended December 31, 2003.



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/s/ KPMG LLP

Philadelphia, Pennsylvania  
January 31, 2005

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SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

STONEPATH GROUP, INC. AND SUBSIDIARIES

COLUMN A - DESCRIPTION	COLUMN B - BALANCE AT BEGINNING OF PERIOD	COLUMN C - ADDITIONS		COLUMN D - DEDUCTIONS
		(1) CHARGED TO COSTS AND EXPENSES	(2) CHARGED TO OTHER ACCOUNTS - DESCRIBE	
Allowance for doubtful accounts:				
Year ended December 31, 2003	\$ 320,000	\$ 771,000	\$ --	\$
Year ended December 31, 2002	\$ 167,000	\$ 153,000	\$ --	\$
Year ended December 31, 2001	\$ --	\$ 167,000	\$ --	\$
Reserve for excess earn-out payments:				
Year ended December 31, 2003	\$ --	\$ 1,270,141	\$ --	\$

(a) Represents writeoff of uncollectible accounts receivable.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on February 9, 2005.

STONEPATH GROUP, INC.

BY: /s/ Jason Totah

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Jason Totah (Chief Executive Officer)

BY: /s/ Thomas L. Scully

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Thomas L. Scully (Chief Financial Officer,  
Vice President and Controller)

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K/A has been signed by the following persons in the capacities indicated:

SIGNATURE	TITLE	DATE
----- /s/ Dennis L. Pelino ----- Dennis L. Pelino	Chairman of the Board of Directors	February 9, 2005
----- /s/ J. Douglass Coates ----- Douglass Coates	Director	February 9, 2005
----- /s/ John Springer ----- John Springer	Director	February 9, 2005
----- /s/ David R. Jones ----- David R. Jones	Director	February 9, 2005
----- /s/ Aloysius T. Lawn, IV ----- Aloysius T. Lawn, IV	Director	February 9, 2005
----- /s/ Robert McCord ----- Robert McCord	Director	February 9, 2005