

Edgar Filing: STONEPATH GROUP INC - Form 8-K/A

STONEPATH GROUP INC  
Form 8-K/A  
August 28, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K/A

AMENDMENT NO. 1 TO CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 8, 2003

Stonepath Group, Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware	001-16105	65-0867684
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1600 Market Street, Suite 1515 Philadelphia, Pennsylvania (Address of Principal Executive Offices)	19103 (Zip Code)
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Registrant's telephone number, including area code: (215) 979-8370

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

General Explanation  
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This Amendment No. 1 on Form 8-K/A is being filed to amend the Company's Current Report on Form 8-K filed on August 13, 2003 relating to the Company's acquisition of the assets and operations of G-Link Express Pte. Ltd. and G-Link Express (Cambodia) Pte. Ltd. The purpose of this amendment is to restate the Pro Forma Financial Information included in Item 7(b).

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RESTATED PRO FORMA FINANCIAL INFORMATION PROVIDED UNDER ITEM 7(b)

RESTATED UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## BASIS OF PRESENTATION

On August 8, 2003, through two international subsidiaries, Stonepath Group, Inc. (the "Company") acquired a seventy (70%) percent interest in the assets and operations of the Singapore and Cambodia offices of the G-Link Group. The G-Link Group is a non-asset based logistics business which provides a full range of international logistics services including international air and ocean transportation. The business services a customer base of manufacturers and distributors through a network of affiliated offices in Southeast Asia and agency relationships with partners located around the world.

The assets acquired from the G-Link Group consist primarily of the goodwill and other intangible assets, such as intellectual property, employee base, operating methods, systems and customer relationships, associated with the ongoing operations of its Singapore and Cambodia offices. Personal property consisting primarily of office equipment and eligible accounts receivable were also acquired. In addition accounts payable and certain leases were assumed as part of the acquisitions.

2

In consideration for a 70% interest in the assets and operations of the two G-Link offices, the Company paid \$3.7 million at closing through a combination of \$2.8 million in cash and \$900 thousand in value of the Company's common stock. The G-Link Group will also be entitled to an earn-out arrangement over a period of four years of up to \$2.5 million contingent upon the future financial performance of the acquired offices. The funds required for the cash payment at the closing were obtained by the Company from its credit facility with LaSalle Business Credit, Inc. As additional purchase price, on a post-closing basis the Company has also agreed to pay the G-Link Group for excess closing date working capital estimated at \$1.6 million through the issuance of additional Company stock. The consideration for the transaction was determined based on arms-length negotiations between the parties.

The acquisition was completed through two subsidiaries created by the Company which acquired 100% of the assets and operations of the Singapore and Cambodia offices of the G-Link Group. To give effect for the 70% interest intended to be acquired, the Company has agreed to issue the G-Link Group a 30%

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interest in the subsidiaries. As part of the transaction, the Company also secured a five-year option to acquire the remaining 30% interest not acquired at the closing.

The contingent earn-out payments will be accounted for as additional cost of the acquired G-Link offices when the earnings contingency is resolved and the consideration is issued or becomes issuable. Accordingly, the purchase price allocation presented herein is preliminary and includes only the \$3.7 million paid at closing plus approximately \$436,000 of direct acquisition costs.

The following unaudited pro forma condensed consolidated balance sheet at March 31, 2003 presents the Company's acquisition of both G-Link offices on a combined basis as if it had occurred on March 31, 2003. The unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2002 and the three months ended March 31, 2003 presents the Company's acquisition of both G-Link offices on a combined basis as if it had occurred on January 1, 2002. The unaudited condensed consolidated pro forma financial information also reflects the recent acquisition of certain assets and operations of Regroup Express, LLC, which was acquired by the Company on June 20, 2003. Restated pro forma financial statements giving effect to the Regroup acquisition were included within a Current Report of Form 8-K/A filed with the SEC on August 28, 2003. The detailed assumptions used to prepare the unaudited pro forma condensed consolidated financial information are contained in the accompanying explanatory notes.

The unaudited pro forma condensed consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of the financial position or results of operations which would have actually been reported had the transactions been consummated at the dates mentioned above or which may be reported in the future. This unaudited pro forma condensed consolidated financial information is based upon the respective historical financial statements of the Company, Regroup and the two acquired G-Link offices and should be read in conjunction with those statements and the related notes.

3

The historical information for the Company in the following unaudited pro forma condensed consolidated financial information has been restated from the financial information previously included within the Company's Current Report on 8-K/A by: (i) allocating more value to the customer relationship intangible assets acquired in some of the Company's earlier acquisitions; and (ii) revising the amortization method and life used for such assets; each in a manner consistent with Note 2 to the consolidated financial statements contained in the Company's Annual Report on Form 10-K/A, filed with the SEC on August 28, 2003. In addition, the pro forma adjustments in the Regroup and the G-Link transactions have been restated to (i) allocate more value to the customer relationship intangible assets related to those acquisition and (ii) revise the amortization method used for such assets.

This pro forma presentation incorporates the Company's preliminary allocation of purchase price of the acquired G-Link businesses which includes \$200,000 to covenants-not-to-compete (to be amortized on a straight line basis over four years), \$1,000,000 to the customer relationship intangible asset (anticipated to be amortized under the declining balance method using a rate of

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25%) and \$2,800,000 to goodwill. These preliminary allocations will be refined and finalized over the next several months as the Company completes the appropriate valuation analysis.

STONEPATH GROUP, INC.  
 Unaudited Pro Forma Condensed Consolidated Statement of Operations  
 Year ended December 31, 2002  
 (amounts in thousands, except share and per share information)

	Historical Statements		R P Ad
	Restated Stonepath	Regroup	
Total revenues	\$ 139,649	\$ 4,163	
Cost of transportation	101,339	-	
<hr style="border-top: 1px dashed black;"/>			
Net revenue	38,310	4,163	
Selling, general and administrative costs	35,956	2,310	
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Income from operations	2,354	1,853	
Other income (expense)	128	-	
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Income before income taxes and minority interest	2,482	1,853	
Income taxes	102	-	
Minority interest	-	-	
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Net income	2,380	1,853	
Preferred stock dividends	15,020	-	
<hr style="border-top: 1px dashed black;"/>			
Net income attributable to	\$ 17,400	\$ 1,853	
common stockholders			
Basic earnings per common share	\$ 0.79		
Diluted earnings per common share	\$ 0.08		
Basic weighted average common shares outstanding	22,154,861		
Diluted weighted average common shares outstanding	29,232,568		

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	Combined Historical G-Link	Restated G-Link Pro Forma Adjustments	
	-----	-----	
Total revenues	\$ 15,522	(130)	(v)
Cost of transportation	12,139	(130)	(v)
	-----	-----	
Net revenue	3,383	-	
Selling, general and administrative costs	1,630	300	(w)
	-----	-----	
Income from operations	1,753	(300)	
Other income (expense)	11	(112)	(x)
	-----	-----	
Income before income taxes and minority interest	1,764	(412)	
Income taxes	352	(3)	(y)
Minority interest	-	424	(z)
	-----	-----	
Net income	1,412	(833)	
Preferred stock dividends	-	-	
	-----	-----	
Net income attributable to common stockholders	\$ 1,412	\$ (833)	
	=====	=====	
Basic earnings per common share			
Diluted earnings per common share			
Basic weighted average common shares outstanding			
Diluted weighted average common shares outstanding			

Regroup Pro Forma Adjustments

- (a) To reflect revenues, cost of purchased transportation services and the accounting and factoring fees charged under an agency agreement with another logistics services organization on a gross basis.
- (b) To eliminate accounting and factoring fees associated with agent operations, net of incremental compensation to former owners and

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additional personnel.

- (c) To reflect amortization of acquired identifiable intangibles under the declining balance method using a 25% rate.
- (d) To reflect incremental interest expense at 4.0% associated with borrowings for the \$3.7 million in cash paid at closing.
- (e) To reflect state income tax expense.

### G-Link Pro Forma Adjustments

- (v) To eliminate intercompany forwarding services.
- (w) To reflect amortization of acquired identifiable intangibles under the declining balance method using a 25% rate.
- (x) To reflect incremental interest expense at 4.0% associated with borrowings for the \$2.8 million in cash paid at closing.
- (y) To reflect reduction of state income tax expense for interest expense associated with the \$2.8 million in borrowings.
- (z) To reflect income attributable to minority interests, calculated based on 30% of the combined historical G-Link results of operations.

5

STONEPATH GROUP, INC.  
 Unaudited Pro Forma Condensed Consolidated Statement of Operations  
 Three months ended March 31, 2003  
 (amounts in thousands, except share and per share information)

	Historical Statements		R
	Restated Stonepath	Regroup	P Ad
Net revenues	12,183	397	
Selling, general and administrative costs	11,455	285	
Litigation settlement	750	-	
Income from operations	(22)	112	
Other income (expense)	30	-	

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Income before income taxes and minority interest	8	112
Income taxes	15	-
Minority interest	-	-
	-----	-----
Net income	\$ (7)	\$ 112
	=====	=====

Basic earnings per common share	\$ (0.00)
Diluted earnings per common share	\$ (0.00)
Basic weighted average common shares outstanding	24,764,810
Diluted weighted average common shares outstanding	24,764,810

6

	Combined Historical G-Link	Restated G-Link Pro Forma Adjustments	
	-----	-----	
Net revenues	716	-	
Selling, general and administrative costs	436	59	(w)
Litigation settlement	-	-	
	-----	-----	
Income from operations	280	(59)	
Other income (expense)	1	(28)	(x)
	-----	-----	
Income before income taxes and minority interest	281	(87)	
Income taxes	53	(1)	(y)
Minority interest	-	68	(z)
	-----	-----	
Net income	\$ 228	\$ (154)	
	=====	=====	
Basic earnings per common share			
Diluted earnings per common share			
Basic weighted average common			

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shares outstanding

Diluted weighted average common  
shares outstanding

Regroup Pro Forma Adjustments

- (a) To reflect revenues, cost of purchased transportation services and the accounting and factoring fees charged under an agency agreement with another logistics services organization on a gross basis.
- (b) To eliminate accounting and factoring fees associated with agent operations, net of incremental compensation to former owners and additional personnel.
- (c) To reflect amortization of acquired identifiable intangibles under the declining balance method using a 25% rate.
- (d) To reflect incremental interest expense at 4.0% associated with borrowings for the \$3.7 million in cash paid at closing.
- (e) To reflect state income tax expense.

G-Link Pro Forma Adjustments

- (v) To eliminate intercompany forwarding services.
- (w) To reflect amortization of acquired identifiable intangibles under the declining balance method using a 25% rate.
- (x) To reflect incremental interest expense at 4.0% associated with borrowings for the \$2.8 million in cash paid at closing.
- (y) To reflect reduction of state income tax expense for interest expense associated with the \$2.8 million in borrowings.
- (z) To reflect income attributable to minority interests, calculated based on 30% of the combined historical G-Link results of operations.

7

STONEPATH GROUP, INC.  
Unaudited Pro Forma Condensed Consolidated Balance Sheet  
March 31, 2003  
(amounts in thousands)

Current assets:

Historical Statements	
Restated Stonepath	Regroup

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Cash and cash equivalents	\$ 2,669	\$ 52
Accounts receivable, net	19,411	1,578
Other current assets	1,288	96
	-----	-----
Total current assets	23,368	1,726
Goodwill and acquired intangibles, net	25,060	-
Furniture and equipment, net	4,748	100
Other assets	1,228	7
	-----	-----
	\$ 54,404	\$ 1,833
	=====	=====
Current liabilities:		
Accounts payable and accrued expenses	\$ 12,319	\$ 78
Earn-out payable	1,061	-
Other current liabilities	-	31
	-----	-----
Total current liabilities	13,380	109
Long-term debt	-	36
Deferred taxes	-	-
	-----	-----
Total liabilities	13,380	145
Minority interest	-	-
Stockholders' equity		
Common stock	28	-
Additional paid in capital	201,808	-
Members' equity	-	1,688
Accumulated deficit	(160,719)	-
Deferred compensation	(93)	-
	-----	-----
Total stockholders' equity	41,024	1,688
	-----	-----
	\$ 54,404	\$ 1,833
	=====	=====

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	G-Link -----	Adjustments -----	
Current assets:			
Cash and cash equivalents	\$ 1,874	(2,791)	(u)
		2,791	(x)
Accounts receivable, net	2,400	-	
Other current assets	2,499	(2,174)	(v)
	-----	-----	
Total current assets	6,773	(2,174)	
Goodwill and acquired intangibles, net	-	4,000	(w)
Furniture and equipment, net	94	-	
Other assets	19	(19)	(v)
	-----	-----	
	\$ 6,886	\$ 1,807	
	=====	=====	
Current liabilities:			
Accounts payable and accrued expenses	2,223	436	(y)
Earn-out payable	-	-	
Other current liabilities	2,563	(2,563)	(v)
		2,791	(x)
	-----	-----	
Total current liabilities	4,786	664	
Long-term debt	-	-	
Deferred taxes	1	(1)	(v)
	-----	-----	
Total liabilities	4,787	663	
Minority interest	-	741	(z)
Stockholders' equity			
Common stock	-	1	(u)
Additional paid in capital	73	(73)	(v)
		2,501	(u)
Members' equity	-	-	
Accumulated deficit	2,026	(2,026)	(v)
Deferred compensation	-	-	
	-----	-----	
Total stockholders' equity	2,099	403	
	-----	-----	
	\$ 6,886	\$ 1,807	
	=====	=====	

Regroup Pro Forma Adjustments

(a) To reflect payment of \$3.7 million in cash and \$1.0 million in

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Company stock paid at closing.

- (b) To reflect the elimination of assets, liabilities and equity balances not acquired in the asset purchase.
- (c) To reflect goodwill and other acquired intangibles. Purchase price allocated as follows:

Furniture and equipment  
Covenant-not-to-compete (preliminary)  
Customer relationship intangible (preliminary)  
Goodwill (preliminary)

Net assets acquired

- (d) To reflect \$3.7 million of incremental borrowings in connection with the transaction.
- (e) To reflect approximately \$300 thousand of capitalized direct acquisition costs.

### G-Link Pro Forma Adjustments

- (u) To reflect payment of \$2.8 million in cash and \$0.9 million in Company stock paid at closing and \$1.6 million in Company stock paid on a post-closing basis for excess working capital.
- (v) To reflect the elimination of assets, liabilities and equity balances not acquired in the asset purchase.
- (w) To reflect goodwill and other acquired intangibles. Purchase price allocated as follows:

Current assets  
Furniture and equipment  
Covenant-not-to-compete (preliminary)  
Customer relationship intangible (preliminary)  
Goodwill (preliminary)

Total acquired assets

Current liabilities  
Minority Interest

Net assets acquired

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- (x) To reflect \$2.8 million of incremental borrowings in connection with the transaction.
- (y) To reflect approximately \$436 thousand of capitalized direct acquisition costs.
- (z) To reflect 30% minority interest in \$2.5 million of net acquired assets (historical cost basis).

10

SIGNATURES

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

STONEPATH GROUP, INC.

Date: August 25, 2003

By: Dennis L. Pelino

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Name: Dennis L. Pelino  
Title: Chairman and Chief Executive Officer