Econ Profit and Loss Statement - year ended 30 June 2004

- Review procedures carried out over the Profit and Loss account for the 12 months ended 30 June 2004 included the following:
- High level analytics based on the nature of the business, existing contractual arrangements, due diligence findings, and known events (eg legal actions);
- Develop an expectation of revenue from review of contracts by crane and customer, review of long term sales contracts, and from the results of other procedures;
- Tracing selected sales to receipt at hank statement;
- Review of sales and credit note cut-off;
- Review of employee costs in comparison to group certificates and employee numbers; and
- Tracing selected expenses to payment at bank statement.

Account
Loss
and
Profil
FY04

(\$ in '000)	Actua	PwC Adj	þγ
	F/104		F104
Total revenue	5,540	(0.9)	5,480
Total direct costs	2,458	40	2,498
Gross Profit	3,082	(100)	2,982
Wages and on-costs	705	93	798
Accounting and legal fees	342	(T)	265
Other expenses	172	,	57.
Total overheads	1,219	16	1,235
KBITDA .	1,863	(116)	1,747
Grass Margin %	55.6%	N/A	54.4%
Overhead %	22.0%	N/A	22.5%
EBITDA %	33.6%	· N/4	31.9%

PRICEMATERHOUSE COPERS 🔞

Econ FY04 historical review scope

Introduction

- The Econ Group ("Econ") is an amalgamation of Econ Construction Equipment (Australia) Pty Ltd, Econ D&G WA Pty Ltd and Tedcon Machinery Pty Ltd.
- We carried out procedures over key areas of Econ to provide a review opinion on the Profit and Loss Statement to EBITDA level for the 12 months ended 30 June 2004 and Balance Sheet as at 30 June 2004.
- Key contacts used during our review included Peter Stagno Nevarra of Econ, and Anne-Maree Sanderson and James Babo of Babo Morganti and Partners Pty Ltd.

Limitation of scope

- As the BSA is for the acquisition of specific assets and the underlying business of Econ, we have limited our testing on items not coming across on sale to reasonability and analytical procedures. The following balances have been specifically excluded from our review, and the acquirer may wish to seek representations from the vendor if a greater level of assurance is required over these balances:
- taxation balances;
- intercompany, vendor, and director loans; and
- investments.

- For the purposes of our review, a materiality limit of \$100,000 was established. Any adjustments noted from our review in excess of \$20,000 have been highlighted in this report.
- No assessment was made of the adequacy of accounting records and internal controls in place over Econ. However, we have provided limited observations in "Other Matters".

Overall conclusion

- In accordance with our due diligence engagement letter, we have completed a review in accordance with Australian Auditing Standards.
- Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the financial information of Econ does not give a true and fair view of the EBITDA result for the 12 months to 30 June 2004 and of its financial position at 30 June 2004, other than the balances specifically excluded above.

PRICENTATERHOUSE COPERS TO

Babo Morganti & Partners Pty Ltd Certified Practising Accountants A.B.N 37 610 710 685

COMPILATION REPORT

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Econ Construction Equipment (Australia) Pty Ltd

On the basis of information provided by the directors of Econ Construction Equipment (Australia) Pty Ltd we have compiled in accordance with APS 9 "Statement On Compilation of Financial Reports" the special purpose financial report of Econ Construction Equipment (Australia) Pty Ltd as set out in the attached pages.

The specific purpose for which the special purpose financial report has been prepared is set out in Note 1. The extent to which Accounting Standards and other mandatory professional reporting requirements have or have not been adopted in the preparation of the special purpose financial report is set out in Note 1.

The directors are solely responsible for the information contained in the special purpose financial report and have determined that the accounting policies used are consistent with the financial reporting requirements of Econ Construction Equipment (Australia) Pty Ltd's constitution and are appropriate to meet the needs of the directors and members of the company.

Our procedures use accounting expertise to collect, classify and summarise the financial information, which the directors provided, into a financial report. Our procedures do not include verification or validation procedures. No audit or review has been performed and accordingly no assurance is expressed.

To the extent permitted by law, we do not accept any liability for any loss or damage which any person may suffer arising from any negligence on our part. No person should rely on the special purpose financial report without having an audit or review conducted.

The special purpose financial report was prepared exclusively for the benefit of the directors and members of Econ Construction Equipment (Australia) Pty Ltd and the purpose identified above. We do not accept responsibility to any other person for the contents of the special purpose financial report.

BABO MORGANTI & PARTNERS PTY. LTD.

Certified Practising Accountants 1st Floor, 12 Cramer Street Preston 3072

James Babo 24th September 2004

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This financial report is a special purpose financial report prepared for the directors and members of the company. The directors have determined that the company is not a reporting entity and hence the requirements of Australian Accounting Standards and other mandatory professional reporting requirements (Urgent Issues Group Concensus Views) do not have mandatory applicability to Econ Construction Equipment (Australia) Pty Ltd.

No Accounting Standards or mandatory professional reporting requirements (Urgent Issues Group Concensus Views) have therefore been applied in the preparation of these financial statements.

Econ Construction Equipment (Australia) Pty Ltd, Econ D G WA Pty Ltd and Todcon Machinery Pty Ltd Consolidated TRADING ACCOUNT FOR THE YEAR ENDED 30th June 2004

TRADING ACCOUNT	\$
Sales / Hire Fees	5,539,887.52
Opening Stock	250,000.00
Purchases / Parts / Spares	2,483,323.95
Closing Stock	2, 733,323.95 275,000.00
	2,458,323.95
TOTAL TRADING PROFIT	3,081,563.57

Econ Construction Equipment (Australia) Pty Ltd, Econ D G WA Pty Ltd and Tedcon Machinery Pty Ltd Consolidated PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30th June 2004

\$

INCOMÉ	3,081,563.57
Gross Profit Trading	2,317.65
Interest Received	C0.716,5
TOTAL INCOME	3,083,881.22
EXPENSES	
Accountancy Fees/Legal/Consultants	342,403.05
Advertising & Promotion	8,753.65
Bank Charges & Interest	59,886.99
Office/Staff/Print, etc	17,038.23
Depreciation	675,835.00
Electricity & Gas	5,941.26
Fines	2,686.00
Hire Purchase Charges & Leasing Charges	6,933.33
Motor Vehicle Expenses	36,507.59
Petty Cash	1,363.64
Cleaning & Laundry	2,062.68
Rent & Outgoings	27,924.13 116,332.42
Superannuation/Redundancy Fund	40,160.72
Telephone	21,489.99
Travelling Expenses	588,528.31
Wages	300,320.31
TOTAL EXPENSES	1,953,846.99
OPERATING PROFIT NON-OPERATING INCOME AND	1,130,034.23
EXPENSES	
Non Operating Income	
Profit/(Loss) on Sale of Fixed Assets	(1,221.27)
Trying (Laus) wit baid of three Passes	(1)——
OPERATING PROFIT BEFORE	
INCOME TAX	1,128,812.96
Income Tax Expense	284,046.90
OPERATING PROFIT FOR THE YEAR	844,766.06
OPERATING PROFIT AND	
EXTRAORDINARY ITEMS	844,768.06
Retained Profits/(Loss) at July 1	(116,792.00)
PROFIT AVAILABLE FOR	
PROFIT AVAILABLE FOR APPROPRIATION	727,974.06
	727,974.06 ———
	727,974.06 ————————————————————————————————————

Econ Construction Equipment (Australia) Pty Ltd, Econ D G WA Pty Ltd and Tedeon Machinery Pty Ltd Consolidated BALANCE SHEET AS AT 30th June 2004

	\$
AUTHORISED CAPITAL Authorised Capital	
1010000 Ordinary Shares @ \$1.00	1,010,000.00
SHARE CAPITAL AND RESERVES	
Issued Captial	1,002.00
Issued and Paid Up Capital Reserves	1,002.00
Accumulated Profit	727,974.06
TOTAL CAPITAL & RESERVES	728,976.06
DEPOSENTED DV	
REPRESENTED BY	
CURRENT ASSETS	
Cash in Hand	2.00
Cash at Bank	225,966.03
Petty Cash	1,760.00
Trade Debtors	1,403,035,73
Loans at Call - Unsecured	37,500.00
Stock on Hand - at Cost	275,000.00
GST on acquisitions	41,960.31
	1,985,224.07
CURRENT LIABILITIES	1,303,224.07
Trade Creditors	319,098,51
Other Creditors	372,453.66
PAYG Withholding Payable	235,543.00
GST on supplies	253,895.21
Provision for Income Tax	286,717.93
Vendor Loan	440,724.69
	1,908,433.00
WORKING CAPITAL	76,791.07

Econ Construction Equipment (Australia) Pty Ltd, Econ D G WA Pty Ltd and Tedcon Machinery Pty Ltd Consolidated BALANCE SHEET AS AY 30th June 2004

PROPERTY PLANT AND EQUIPMENT

Plant & Equipment - at Cost	6,324,448.90
Less Prov'n for Depreciation	2,685,445.92
	3,639,002.98
	417 000 70
Motor Vehicles - at Cost	117,866.79
Less Prov'n for Depreciation	31,654.00
	86,212.79
Office Equipment - at Cost	35,424.95
Less Provin for Depreciation	24,142.35
	11,282.60
	15,280.41
Furniture & Fittings - at Cost	991.00
Less Provin for Depreciation	331.00
	14,289.41
	3,750,787.78
INVESTMENTS	
Shares in Private Companies	24,906.22
Investment Econ Industries P/L	97,630.61
	122,536.83
INTANGIBLE ASSETS	
Formation Expenses	1,015.00
Less Written Off	(406.00)
Borrowing Costs	8,720.00
Less Written Off	(5,357.54)
Goodwill on Consolidation	35,000.00
	38,971.46
	3,989,087.14
NON-CURRENT LIABILITIES	-j
Term Loan Account Directors Loans	266,784.00
Unsecured	2,817,012.97
Loans - Unsecured	114,500.00
Hire Purchase Creditors	70,534.86

Babo Morganti & Partners Pty Ltd Certified Practising Accountants A.B.N 37 610 710 685 17

COMPILATION REPORT

to

Econ Construction Equipment (Australia) Pty Ltd

On the basis of information provided by the directors of Econ Construction Equipment (Australia) Pty Ltd we have compiled in accordance with APS 9 "Statement On Compilation of Financia) Reports" the special purpose financial report of Econ Construction Equipment (Australia) Pty Ltd as set out in the attached pages.

The specific purpose for which the special purpose financial report has been prepared is set out in Note 1. The extent to which Accounting Standards and other mandatory professional reporting requirements have or have not been adopted in the preparation of the special purpose financial report is set out in Note 1.

The directors are solely responsible for the information contained in the special purpose financial report and have determined that the accounting policies used are consistent with the financial reporting requirements of Econ Construction Equipment (Australia) Pty Ltd's constitution and are appropriate to meet the needs of the directors and members of the company.

Our procedures use accounting expertise to collect, classify and summarise the financial information, which the directors provided, into a financial report. Our procedures do not include verification or validation procedures. No audit or review has been performed and accordingly no assurance is expressed.

To the extent permitted by law, we do not accept any liability for any loss or damage which any person may suffer arising from any negligence on our part. No person should rely on the special purpose financial report without having an audit or review conducted.

The special purpose financial report was prepared exclusively for the benefit of the directors and members of Econ Construction Equipment (Australia) Pty Ltd and the purpose identified above. We do not accept responsibility to any other person for the contents of the special purpose financial report.

BABO MORGANTI & PARTNERS PTY, LTD.

Certified Practising Accountants 1st Floor, 12 Cramer Street Preston 3072

lames Babo

16th September 2004

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This financial report is a special purpose financial report prepared for the directors and members of the company. The directors have determined that the company is not a reporting entity and hence the requirements of Australian Accounting Standards and other mandatory professional reporting requirements (Urgent Issues Group Concensus Views) do not have mandatory applicability to Econ Construction Equipment (Australia) Pty Ltd.

No Accounting Standards or mandatory professional reporting requirements (Urgent Issues Group Concensus Views) have therefore been applied in the preparation of these financial statements.

TRADING ACCOUNT FOR THE YEAR ENDED 30th June 2004

\$

TRADING ACCOUNT

Sales / Hire Fees 3777,140.39

LESS COST OF SALES

Opening Stock Purchases / Parts / Spares Freight & Cartage	250000,00 286133.51 100688.82
Closing Stock	636822.43 275000.00
	361822.43
TOTAL TRADING PROFIT	3415317.96

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30th June 2004

3	
*	

27.55

	•	
INCOME		
Gross Profit Trading	3415317.96	
Interest Received	<u>1674.81</u>	¥
TOTAL INCOME	3416992.77	
EXPENSES		
Accountancy Fees	18414.22	
Advertising & Promotion	5054.92	
Bank Charges	5262,66	
Borrowing Expenses	1544.00	
Consultants Fees	87932.43	
Computer Equipment/Supplies	1884.54	
Co-Invest Long Service Leave	7103.33	
Depreciation	484483.00	7
Drawings & Plans	2530.00	
Electricity & Gas	5941.26	
Engineering Fees	2100.00	
Fines	2686.00	
Hire of Plant	433495.69 4763.53	
Hire Purchase Charges	98849.71	
Insurance Internet	63.53	
interest	6957.04	
nterest - Bank	40801.35	M.
_easing Charges	1188.98	•
Legal Costs	188854.30	
_icences,Registrations,Permits	2306.60	
Medical Supplies	936.67	
Fuel, Oil & Maintenance	42160.85	
Registration & Insurance	2155.19	
Office Expenses	5114.53	
Payroll Tax	14715.59	
Petty Cash	1363.64	
Postage	45.45	
Printing & Stationery	2610.10	
Protective Clothing	2062.68	
Redundancy Fund	31925.85	
Repairs & Maintenance		
Plant & Equipment	29561,59	
Rubbish Removal	20.00	
Staff Amenities	2197.27	
Staff Training	1081,28	
Storage	909.09	
Superannuation	76233.31	
Telephone	34110.78	
Tests/Reports	33003.22	
Tools	521.54	

This schedule must be read in conjunction with the Compilation Report of Babo Morganti & Partners Pty. Ltd.

Travelling Expenses - Local

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30th June 2004

	\$
Travelling_Expenses - Interstate Travelling Expenses - Overseas Traffic Management Uniforms Workcare Levy Wages	4784.01 15154.33 4678.90 793.00 31553.20 754064.00
TOTAL EXPENSES	2495000.71
OPERATING PROFIT	921992.06
NON-OPERATING INCOME AND EXPENSES	
Non Operating Income	
Profit on Sale of Fixed Assets	353.73
OPERATING PROFIT BEFORE INCOMÉ TAX Income Tax Expense	922345.79 271056.90
OPERATING PROFIT FOR THE YEAR	651288.89
OPERATING PROFIT AND EXTRAORDINARY ITEMS Retained Profits at July 1	651288.89 27384.05
PROFIT AVAILABLE FOR APPROPRIATION	678672,94
RETAINED PROFITS	678672.94

BALANCE SHEET AS AT 30th June 2004

\$ \$

AUTHORISED CAPITAL

Authorised Capital 10000 Ordinary Shares @ \$1,00

10000,00

SHARE CAPITAL AND RESERVES

Issued Captial

Issued and Paid Up Capital

1000,00

Reserves

Accumulated Profit

678672.94

TOTAL CAPITAL & RESERVES

679672.94

REPRESENTED BY

CURRENT ASSETS

Cash at Bank - NAB	55006.41
Cash at Bank - NAB No 2 A/C	1061.50
Trade Debtors	969378.66
Loans at Call - Unsecured	17500.00
Stock on Hand - at Cost	275000.00
GST on acquisitions	7038.70

1324985,27

CURRENT LIABILITIES

Trade Creditors	254766.84
Other Creditors	282689.04
PAYG Withholding Payable	43269.00
GST on supplies	163104.55
Provision for Income Tax	273727.93

1017557.36

WORKING CAPITAL

307427.91

BALANCE SHEET AS AT 30th June 2004

\$ \$

PROPERTY PLANT AND EQUIPMENT

Plant & Equipment - at Cost Less Prov'n for Depreciation	4478921.38 2354155.92	
		2124765.46
Motor Vehicles - at Cost	67866.79	
Less Prov'n for Depreciation	26762.00	
		41104.79
Office Equipment - at Cost	35424.95	
Less Prov'n for Depreciation	24142.35	
		11282.60
Furniture & Fittings - at Cost	11007,68	
Less Provin for Depreciation	744.00	
		10263.68
		2187416.53

<u>INVESTMENTS</u>

Shares in Private Companies	24906.22
Investment Econ Industries P/L	97630.61
Econ D & G WA	789321.26
	100

911858.09

INTANGIBLE ASSETS

Borrowing Costs	7720.00
Less Written Off	(4518.64)

3201.36

3409903.89

NON-CURRENT LIABILITIES

266784.00
2309586.81
116290.45
41850.78
(4281.09)

2730230.95

NET ASSETS 679672.94

TRADING ACCOUNT FOR THE YEAR ENDED 30 June 2004

	5 5
TRADING ACCOUNT	
Sales & Hire	910965.17
LESS COST OF SALES	
Freight Subcontractors	12837.73 36910.19
	49747.92
TOTAL TRADING PROFIT	861217.25

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 June 2004

	\$	\$	1
INCOME			
Gross Profit Trading Interest Received	86	1217. 642	
TOTAL INCOME	86	1860	.09
<u>EXPENSES</u>			
Accountancy Fees Bank Charges Borrowing Expenses Consultants Fees Depreciation Formation Costs Hire of Plant Hire Purchase Charges Licences, Registrations, Permits Fuel, Oil & Maintenance Registration & Insurance Redundancy Fund Repairs & Maintenance Staff Amenities Superannuation Telephone Tests / Reports Travelling Expenses - Local Travelling Expenses - Interstate Wages	13	54527 3446 16341	.40 .00 .81 .00 .00 .11 .82 .63 .55 .50 .00
TOTAL EXPENSES	7.	47133	3.21
OPERATING PROFIT AND EXTRAORDINARY ITEMS Accumulated Losses at July 1	10	14726 50480 45754	.99
ACCUMULATED LOSSES	,	45754	1.11

BALANCE SHEET AS AT 30 June 2004

	\$ \$
SHARE CAPITAL AND RESERVES	
<u>Issued Captial</u>	
issued and Paid Up Capital	4.00
Reserves	
Accumulated Losses	45754.11
DEFICIENCY IN SHARE CAPITAL AND RESERVES	45750.11
REPRESENTED BY	
CURRENT ASSETS	
Cash in Hand Cash at Bank Trade Debtors GST on acquisitions	4,00 99098.09 257325.57 29617.52
	386045.18
CURRENT LIABILITIES	
Trade Creditors PAYG Withholding Payable GST on supplies	29372,98 160685.00 53469.74
	243527.72
WORKING CAPITAL	142517.46
PROPERTY PLANT AND EQUIPMENT	
Plant & Equipment - at Cost Less Prov'n for Depreciation	1356349.44 273529.00
Motor Vehicles - at Cost Less Prov'n for Depreciation	1082820.44 50000.00 4892.00
Fixtures & Fittings - at Cost Less Prov'n for Depreciation	45108.00 4272.73 247.00
	4025.73
	1131954.17

BALANCE SHEET AS AT 30 June 2004

	\$	\$
INTANGIBLE ASSETS		
Formation Expenses Less Written Off Borrowing Costs Less Written Off	(d	015.00 406.00) 000.00 838.90)
		770.10
	1275	241.73
NON-CURRENT LIABILITIES		
Directors/Shareholder Loans Hire Purchase Creditors Less Charges Not Yet Due	28	747.42 684.08 439.66)
	1320	991.84
NET DEFICIT	45	750.11

TRADING ACCOUNT FOR THE YEAR ENDED 30 June 2004

\$ \$

TRADING ACCOUNT

Contract Revenue

933646.58

LESS COST OF SALES

Materials/Parts & Maintenance

76416.31

Subcontractors

107322.50

183738.81

TOTAL TRADING PROFIT

749907.77

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 June 2004

\$ \$

	Ş	\$
INCOME		
Gross Profit Trading		749907.77
<u>EXPENSES</u>		
Accountancy Fees Advertising & Promotion Bank Charges Depreciation Freight & Cartage Hire of Plant Insurance Interest - ATO GIC Legal Costs Long Service Leave Fuel, Oil & Maintenance Office Expenses Redundancy Payments Staff Amenities Superannuation Telephone Travelling Expenses - Local Workcover Levy Wages	7483.68 3698.73 37.20 56451.00 2488.17 99966.25 22300.00 3742.34 5546.61 3511.59 34341.14 1248.00 12993.73 105.75 32635.62 2539.68 153.77 4730.91 362618.31	
TOTAL EXPENSES		656592.48
OPERATING PROFIT		93315,29
NON-OPERATING INCOME AND EXPENSES		
Non Operating Expenses		
Loss on Sale of Fixed Assets		1 575.00
OPERATING PROFIT AND EXTRAORDINARY ITEMS Retained Profits at July 1		91740.29 16304.94
PROFIT AVAILABLE FOR APPROPRIATION		108045.23

This schedule must be read in conjunction with the Compilation Report of Babo Morganti & Partners Pty. Ltd.

108045.23

RÉTAINED PROFITS

BALANCE SHEET AS AT 30 June 2004

\$ \$

AUTHORISED CAPITAL

Authorised Capital 1000000.00

SHARE CAPITAL AND RESERVES

Issued Captial

Issued and Paid Up Capital 10.00

Reserves

Accumulated Profit 108045.23

TOTAL CAPITAL & RESERVES 108055.23

REPRESENTED BY

CURRENT ASSETS

Cash in Hand	10.00
Cash at Bank	70800.03
Petty Cash	1760.00
Trade Debtors	180723.19
Loans at Call - Unsecured	21790.45
GST on acquisitions	13 41 5.98

288499.65

CURRENT LIABILITIES

Trade Creditors	39350.38
Other Creditors	1690.28
PAYG Tax Payable	31589,00
ATO Integrated Client Account	88074.34
GST on supplies	45432.81
Vendor Loan	440724.69

646861.50

DEFICIENCY IN WORKING CAPITAL

358361.85

BALANCE SHEET AS AT 30 June 2004

\$ \$

PROPERTY PLANT AND EQUIPMENT

Plant & Equipment - at Cost Less Prov'n for Depreciation 489178.08 57761.00

431417.08

INTANGIBLE ASSETS

Goodwill on Consolidation

35000.00

NET ASSETS

108055.23