
01745 - 0

ALL - AMÉRICA LATINA LOGÍSTICA S.A.

02.387.241/0001-60

09.01 - REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM - UNQUALIFIED

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Dear

Managers and Shareholders of
ALL - América Latina Logística S.A.

1. We have audited the balance sheets of ALL - América Latina Logística S.A. and the consolidated balance sheet of ALL - América Latina Logística S.A. and its subsidiaries on December 31, 2005 and 2004 and the related statements of income, statements of changes in shareholder's equity and statements of changes in financial position related to the years then ended, prepared under the responsibility of its management. Our responsibility is to express an opinion on those financial statements. The financial statements of the indirect subsidiary Boswells S.A., whose investment represents a provision for unsecured liabilities of R\$2,308 thousand on December 31, 2005 (R\$1,858 thousand in 2004) and generated a negative equity accounting income of R\$670 thousand (R\$ 976 thousand in 2004) , and of the subsidiary Geodex Communications do Brasil S.A., whose investment represents R\$67,403 thousand (R\$66,283 thousand in 2004) and whose equity accounting revenue totals R\$1,1120 thousand (R\$ 417 thousand in 2004), regarding the fiscal year ended on December 31, 2005, were audited by other independent auditors. Our Report, concerning the amount of these investments and the equity accounting result generated by them, is based on the opinion of those other auditors.
2. We conducted our audit in accordance with auditing standards applicable in Brazil and it comprised: (a) the planning of our audits taking into consideration the significance of balances, the volume of transactions and the accounting and internal control systems of the Company, (b) the verification, on a test basis, of evidences and records supporting the amounts and accounting information disclosed, and (c) the evaluation of the most representative accounting practices and estimates adopted by the Company's management, as well as the presentation of financial statements taken as a whole.
3. In our opinion, based on our audit and on the report of other independent auditors, as mentioned in paragraph 1, the aforementioned financial statements fairly represent, in all material aspects, the equity and the financial position of ALL - América Latina Logística S.A. and the consolidated equity and financial position of ALL - América Latina Logística S.A. and its subsidiaries on December 31, 2005 and 2004, the results of its operations, the changes in shareholders' equity and changes in financial position related to the years then ended, in conformity with the accounting practices adopted in Brazil.
4. As mentioned in Note 5 (a), América Latina Logística Central S.A ("ALL Central") and America Latina Logística - Mesopotámica S.A. ("ALL Mesopotámica") are in renegotiation process of concession agreements with the Argentine government. On July 5, 2005 the subsidiaries entered into a "Letter of Understanding" with "*Unidad de Renegociacion y Analisis de Contratos de Servicios Publicos*" which sets forth a renegotiation proposal of the concession agreements based on the following premises: (i) Assumption of commitments resulting from investment obligations by ALL Central and ALL Mesopotámica since the beginning of their activities up to December 31, 2004, in the approximate amounts of R\$ 44,000 thousand and R\$ 16,000 thousand, respectively; (i) Redefinition of the calculation criterion of the amounts to be invested in road infrastructure, as from the 2005 fiscal year up to the end of the concession agreement and (ii) Redefinition of the calculation criterion of the concession fees ("canon") for the period comprised between

01745 – 0

ALL – AMÉRICA LATINA LOGÍSTICA S.A.

02.387.241/0001-60

09.01 - REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM - UNQUALIFIED

January 1, 2005 and the end of the concession agreement. The referred Letter of Understanding must be approved in a Public Hearing, by the bodies that represent the National Congress and by Decree of the President of that country, therefore, still subject to changes and possible loss of effect. The financial statements described in paragraph 1 do not include possible adjustments or reclassifications that may arise from the realization of the referred renegotiation.

5. As mentioned in Note 5 (c), the indirect subsidiary ALL – América Latina Logística Central S.A. discusses the suspension or reduction of the concession payments referred to previous periods and that total approximately R\$ 23,000 thousand. Based on the opinion of their legal advisors, who understand that such amounts are not owed, in view of the financial and economic unbalance presented by that concession, that company did not account for such obligation on December 31, 2005. Additionally, the Letter of Understanding mentioned in the paragraph 4 above indicates that if the payment dismissal of those “canon” charges is not approved, such amounts may become investment commitments to be assumed by that company during the concession future period or even its payment may be required. As mentioned in paragraph 4 above, the financial statements described in paragraph 1 do not include any possible effect that may arise from the ending of those negotiations, as well as from the final approval of the Letter of Understanding mentioned above.
6. Our audit was conducted with the purpose of issuing an Opinion about the financial statements described in the first paragraph. The statements of cash flow (parent company and consolidated), presented in Note 28, corresponding to the years ended on December 31, 2005 and 2004, prepared in accordance with the accounting practices adopted in Brazil, are being presented in order to provide additional information on the Company, although they are not required as an integrating part of the financial statements. These supplementary statements were submitted to the same auditing procedures described in the second paragraph and, in our opinion, they are rightly presented in all their material aspects regarding the financial statements taken as a whole.

Curitiba February 17, 2006

ERNST & YOUNG
Independent Auditors S.S.
CRC (Regional Accounting Council)-2-SP 15199/O-6 -F- PR

Marcos Antonio Quintanilha
Accountant CRC-1-SP-132776/O-3 T-SC-S-PR