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05 SEP -9 PM 5:00

STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

Aqua Express suspends Kingston/Seattle service

Aqua Express partners announced today the suspension of service on their Kingston/Seattle passenger only ferry (POF) route effective October 1, 2005. The last day of service will be September 30th, 2005. In a letter to the Washington Utilities and Transportation Commission (WUTC) requesting approval of the suspension of POF service, the partners point to climbing fuel prices, an unprecedented state regulatory blockage, and slow rider response as the reasons for the suspension. Service is scheduled to resume when the Washington legislature receives and acts on an ongoing study of POF in Puget Sound and lifts its freeze on regulatory expansion of private operators on July 1, 2006.

“ It is not complicated” said John Blackman, Managing partner, “The partners always knew the venture was a risk, that is business. But the combination of recent steeply increasing fuel prices, earlier action this year by the legislature demanding a state regulatory agency stop all consideration of our additional routes, and sluggish response from commuters, has made it impossible to continue. It is possible that we could have reached a break even point with only one of the factors working against us, but all of these conditions will drag down a start up business. Aqua Express had always known its viability was based on multi-route business made up of Kingston and other routes including the Southworth/Seattle. The state of Washington government and the legislature closed the door on another business by stopping our permitting process for Southworth in full stride.”

A proviso of the 2005 State Transportation Budget blocked the WUTC from further considering any private POF route.

Blackman added.....

Fuel Prices:

Because we are trying to build ridership and establish a new service we do not feel we can increase our costs or place a fuel “surcharge” on the rate. Unlike the state ferry system, our rates are regulated by a state agency and we would have to go through the regulatory consideration of raising rates. Our fuel prices have increased over 73% since we started service last winter.

Ridership:

Aqua Express ridership has plateaued (sic). Contrary to the studies by the state ferry system, Kitsap Transit and our own showing the demand is in Kingston, the people are not changing their commuting habits. And, they certainly won't change them if we increase the price. Even though walking on the state ferries in neighboring communities requires a second commute, it seems the subsidy offered by the state to its riders is a factor. At Kingston and Bremerton, eastbound state subsidized riders ride free.

State budget blocks permit processing for Southworth/Seattle route:

In 2003, the state legislature essentially turned Marine Passenger Only Ferry operation over to the transit agencies, with legislation allowing for joint development with private carriers, allowance to use state owned terminals and facilities, and exemption from provision restricting the location of private routes near state ferry routes (HB 1388 and HB 1853). Aqua and others stepped up and secured permits for Kingston/Seattle and Bremerton/Seattle, and requested permits for the Southworth/Seattle route. Then, in a 180 degree turn, the 2004 legislature asked WSDOT to study providing the service themselves, again, in competition with the privates.

Aqua's only request of the legislature in 2005 was a solid, sustainable decision, one way or the other. Either private/transit joint development of the routes or fully fund the state.

The legislature did neither, and in 2005 passed legislation that blocks the privates, does not fund the state, and calls for yet another study (SB 6091, Section 205).

"We were prepared to live with one decision or the other, we and our investors cannot live with indecision."

Blackman noted that Senator Haugen was clear in her position and ~~advocated letting the transit agencies and the private continue to provide~~ service. Senator Rockefeller was also very helpful. "If the Senate had prevailed we could have implemented a business plan," he added.

"We did the best we could with what we had", the managing partner stated. "If the people of this state want fast efficient, reliable passenger only ferry

service they better, either fund it with their tax dollars, or tell the state to get out of the way.....the private sector can not provide an unsubsidized service in this confusing economic and regulatory environment.”

“We wish all providers of POF well, and hope state and local government will establish a sound and fiscally responsible policy for the people of the western Washington.”

If you have questions please contact Jim Boldt, 253-797-1617.

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Aqua Express, LLC
Income Statement
Regulated
FOR THE 12 PERIODS ENDED DECEMBER 31, 2004

	PERIOD TO DATE			YEAR TO DATE			
	ACTUAL	CURRENT BUDGET	BUDGET VAR	ACTUAL	CURRENT BUDGET	BUDGET VAR	ANNUAL BUDGET
REVENUE							
Water Taxi Revenue							
Charter - Outside WA							
Charter - Washington							
Ferry Service - Sea-Kingston							
Advertising Revenue							
On-Board Revenue							
Total Revenue	0	0	0	0	0	0	0
COST OF SALES							
Crew Wages	2,211		(2,211)	2,211		(2,211)	
Guest Services							
Maintenance Wages							
Moorage							
Commission Expense							
Contract Labor							
COGS - On-board Fuel	1,952		(1,952)	1,952		(1,952)	
Total Cost of Sales	4,163	0	(4,163)	4,163	0	(4,163)	0
GROSS PROFIT	(4,163)	0	(4,163)	(4,163)	0	(4,163)	0
EXPENSES							
Administration Wages	12,085		(12,085)	49,896		(49,896)	
Accounting Wages							
Bonus							
Employee Benefits	585		(585)	1,463		(1,463)	
Uniforms				1,035		(1,035)	
Repairs & Maintenance	128,922		(128,922)	133,108		(133,108)	
Marketing	4,138		(4,138)	8,559		(8,559)	
Bareboat							
City & State - Taxes	565		(565)	2,837		(2,837)	
Insurance	17,295		(17,295)	17,295		(17,295)	
Telephone	394		(394)	1,443		(1,443)	
Office Supplies/Expense				172		(172)	
Bank Service Fees							
Professional Fees	3,010		(3,010)	25,858		(25,858)	
Travel & Entertainment	2,128		(2,128)	6,276		(6,276)	
Misc. Expenses							
Total Expenses	169,122	0	(169,122)	247,942	0	(247,942)	0
EBITDA PROFIT/(LOSS)	(173,285)	0	(173,285)	(252,105)	0	(252,105)	0
LESS INTEREST/DEPRECIATION							
Depr. & Amort.							
Interest Expense	3,409		(3,409)	11,885		(11,885)	
(Gain)/Loss on Asset Disposal							
NET INCOME	(176,694)	0	(176,694)	(263,990)	0	(263,990)	0

~~CONFIDENTIAL~~

Confidential Designation Removed

By John Blackman 9-9-05

Aqua Express, LLC
Balance Sheet

DECEMBER 31, 2004

		ASSETS	
CURRENT ASSETS			
Cash		11,006	
Accounts Receivable		7,909	
Inventory		53,480	
Prepaid Expenses			
Prepaid Insurance		15,754	
TOTAL CURRENT ASSETS			88,149
FIXED ASSETS			
Boat		911,726	
Dock		222,956	
Organizational Costs		74,116	
TOTAL FIXED ASSETS		1,208,798	
Less Accumulated Depreciation		29,822	
NET FIXED ASSETS			1,178,976
TOTAL ASSETS			1,267,125
		LIABILITIES	
SHORT-TERM LIABILITIES			
Accounts Payable		113,256	
Customer Deposits (Ferry)		100	
Charter Deposits			
Taxes Payable		82	
Payroll Payable		3,535	
Interest Payable		2,292	
TOTAL SHORT-TERM LIABILITIES			119,265
LONG-TERM LIABILITIES			
Foundation Bank (Term Debt)		500,000	
Partner Distribution Payable			
TOTAL LONG-TERM LIABILITIES			500,000
PARTNER'S EQUITY			
Argosy LP		161,965	
Clipper		161,965	
Four Seasons		161,965	
Nichols Bros		161,965	
Prior Year's Undistrib Earn		62,140	
Current Year's Undistrib Earn		(62,140)	
TOTAL PARTNER'S EQUITY			647,860
TOTAL LIABILITIES & PARTNER'S EQUITY			1,267,125

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By John Blackman 9-9-05

General Ledger Trial Balance for Period Ending 7/31/2005

Aqua Express, LLC (AQU)

Account Number	Description	Debit	Credit
Current Assets			
101-00-00	Cash	1,500.00	
105-00-00	Checking Account	32,768.71	
111-00-00	Visa/Mastercard	1,099.28	
112-00-00	Discover	0.00	
113-00-00	American Express	200.25	
114-00-00	Diners	0.00	
115-00-00	Pay Pal	0.00	
120-00-00	Accounts Receivable	84,256.36	
121-00-00	Employee Advances	0.00	
150-00-00	Inventory - Parts	52,718.00	
160-00-00	On-Board Inventory	762.00	
165-00-00	Prepaid Expenses	300.00	
170-00-00	Prepaid Insurance	20,292.63	
	Current Assets:	193,897.23	
Fixed Assets			
225-00-00	Boat	915,653.79	
226-00-00	Dock	848,244.49	
230-00-00	Organizational Costs	74,116.12	
235-00-00	Accum Depreciation		57,822.32
	Fixed Assets:	1,838,014.40	57,822.32
Short Term Liabilities			
300-00-00	Argosy LP Payable		0.00
301-00-00	Clipper Payable		0.00
302-00-00	TMT Corp Payable		0.00
303-00-00	Nichols Bros. Payable		0.00
315-00-00	Interest Payable		0.00
320-00-00	Ticket Booklets		17,356.65
321-00-00	Current Month/Monthly Passes		0.00
322-00-00	Next Month/Monthly Passes		5,242.56
323-00-00	Charter Deposits		18,502.00
326-00-00	Accounts Payable-Trade		12,074.61
327-00-00	Accounts Payable-Accrual		201.23
328-00-00	Accrued Wages Payable		10,564.14
331-00-00	State Excise Tax Payable		2,885.37
332-00-00	City Excise Tax Payable		557.27
333-00-00	Fica Payable		3,603.39
334-00-00	Fed Unemployment Payable		48.38
335-00-00	State Unemployment Payable		1,115.33
336-00-00	L&I Payable		35.35
340-00-00	Gratuities Payable		23.25
	Short Term Liabilities:		72,209.53
Long Term Liabilities			
350-00-00	Foundation Bank (Term Debt)		1,000,000.00
	Long Term Liabilities:		1,000,000.00
Equity			
400-00-00	RETAINED EARNINGS - PRIOR		0.00
410-00-00	Partner's Equity-Argosy LP		385,991.74
411-00-00	Partner's Equity-Clipper		311,965.06
412-00-00	Partner's Equity-TMT Corp		311,965.06
413-00-00	Partner's Equity-Nichols Bros.		311,965.06
	Equity:		1,321,886.92
Revenue			
530-00-00	Liquor Revenue		1,380.41
530-10-00	Liquor Revenue (Reg)		7,117.12

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General Ledger Trial Balance for Period Ending 7/31/2005

Aqua Express, LLC (AQU)

Account Number	Description	Debit	Credit
Revenue			
532-00-00	Beer Revenue		0.00
532-10-00	Beer Revenue (Reg)		8,948.98
534-00-00	Wine Revenue		0.00
534-10-00	Wine Revenue (Reg)		3,727.27
536-00-00	Misc/Non-Alc Revenue		3,453.22
536-10-00	Misc/Non Alc (Reg)		9,693.67
538-00-00	Sundries Revenue		321.60
538-10-00	Catering Revenue (Reg)		8,058.21
540-00-00	Charter Revenue-Outside WA		0.00
540-00-01	Charter Revenue - 2 Harbors		269,460.30
540-10-00	Ch. Revenue - Non WA (Reg)		8,992.00
550-00-00	Water Taxi Service		224,915.00
550-10-00	WT (reg) - One-Way		0.00
560-10-00	Advertising Rev. (Reg)		7,825.00
590-00-00	Ferry Service		1,617.50
590-10-00	Ferry Service (Kingston - Sea)		60,795.94
590-10-10	WT (reg) - Bike/ticket one-way		273.50
590-10-20	WT (reg) - Pass Booklet riders		92,173.38
590-10-30	WT (reg) - Monthly Pass		68,470.54
590-10-40	WT (reg) - Monthly Pass (Bike)		0.00
590-10-50	WT (reg) - Bike Tariff		619.53
	Revenue:		777,843.17
Cost of Sales			
603-10-00	Commission Exp	76.50	
606-00-00	Cost of Sales - Non Regulated	2,544.77	
606-10-00	COGS - (Reg)	25,796.53	
615-00-00	Moorage - Non Regulated	18,400.00	
615-00-01	Moorage - 2 Harbors	22.50	
615-10-00	Moorage - (Reg)	29,991.55	
670-00-00	Crew Wages - Non-Regulated	49,641.78	
670-00-01	Crew Wages (2 Harbors)	40,586.18	
670-10-00	Crew Wages - (Reg)	126,612.60	
675-00-00	Maintenance Wages (Non-Reg)	2,000.00	
675-00-01	Maintenance Wages (2 Harbors)	3,987.00	
675-10-00	Maintenance Wages (Reg)	0.00	
680-00-00	Guest Services Wages (Non-Reg)	1,500.00	
680-10-00	Guest Services Wages (Reg)	7,629.55	
690-00-00	Acctg Wages (Non-Reg)	3,431.00	
690-10-00	Acctg Wages (Reg)	1,051.64	
695-00-00	Admin Wages (Non-Reg)	0.00	
695-00-01	Admin Wages (2 Harbors)	5,398.01	
695-10-00	Admin Wages (Reg)	70,435.49	
	Cost of Sales:	389,105.10	
Direct Operating Expenses			
702-00-00	Fica-Crew (Non-Reg)	4,332.76	
702-00-01	Fica-Crew (2 Harbors)	3,147.20	
702-10-00	Fica-Crew (Reg)	9,675.92	
703-00-00	Futa-Crew (Non-Reg)	0.00	
703-00-01	Futa-Crew (2 Harbors)	187.95	
703-10-00	Futa-Crew (Reg)	519.93	
704-00-00	Suta-Crew (Non-Reg)	1,925.67	
704-00-01	Suta-Crew (2 Harbors)	2,139.64	
704-10-00	Suta-Crew (Reg)	7,129.89	
705-00-00	Fica-Maintenance (Non-Reg)	0.00	
705-00-01	Fica-Maint (2 Harbors)	304.96	

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Account Number	Description	Debit	Credit
Direct Operating Expenses			
705-10-00	Fica-Maintenance (Reg)	0.00	
706-00-00	Futa-Maintenance (Non-Reg)	0.00	
706-00-01	Futa-Maint (2 Harbors)	31.93	
706-10-00	Futa-Maintenance (Reg)	0.00	
707-00-00	Suta-Maintenance (Non-Reg)	0.00	
707-00-01	Suta-Maint (2 Harbors)	220.49	
707-10-00	Suta-Maintenance (Reg)	0.00	
708-00-00	Fica-Guest Serv (Non-Reg)	0.00	
708-10-00	Fica-Guest Serv (Reg)	0.00	
709-00-00	Futa-Guest Serv (Non-Reg)	0.00	
709-10-00	Futa-Guest Serv (Reg)	0.00	
710-00-00	Suta-Guest Serv (Non-Reg)	0.00	
710-10-00	Suta-Guest Serv (Reg)	0.00	
711-00-00	Fica-Acctg (Non-Reg)	0.00	
711-10-00	Fica-Acctg (Reg)	0.00	
712-00-00	Futa-Acctg (Non-Reg)	0.00	
712-10-00	Futa-Acctg (Reg)	0.00	
713-00-00	Suta-Acctg (Non-Reg)	0.00	
713-10-00	Suta-Acctg (Reg)	0.00	
714-00-00	Fica-Admin (Non-Reg)	0.00	
714-00-01	Fica-Admin (2 Harbors)	459.86	
714-10-00	Fica-Admin (Reg)	5,800.36	
715-00-00	Futa-Admin (Non-Reg)	0.00	
715-00-01	Futa-Admin (2 Harbors)	0.00	
715-10-00	Futa-Admin (Reg)	68.66	
716-00-00	Suta-Admin (Non-Reg)	0.00	
716-00-01	Suta-Admin (2 Harbors)	204.38	
716-10-00	Suta-Admin (Reg)	2,869.36	
717-00-00	L&I Crew (Non-Reg)	0.00	
717-00-01	L&I Crew (2 Harbors)	0.00	
717-10-00	L&I Crew (Reg)	0.00	
718-00-00	L&I Maintenance (Non-Reg)	0.00	
718-00-01	L&I Maintenance (2 Harbors)	0.00	
718-10-00	L&I Maintenance (Reg)	0.00	
719-00-00	L&I Guest Serv (Non-Reg)	0.00	
719-10-00	L&I Guest Serv (Reg)	0.00	
720-00-00	L&I Acctg (Non-Reg)	0.00	
720-10-00	L&I Acctg (Reg)	0.00	
721-00-00	L&I Admin (Non-Reg)	0.00	
721-10-00	L&I Admin (Reg)	240.58	
722-10-00	Insurance Med - Reg	2,964.60	
777-00-00	Water Taxi Marketing	0.00	
	Direct Operating Expenses:	42,224.14	
Administrative & Overhead Expenses			
800-00-00	Contract Labor - non-reg	0.00	
800-00-01	Contract Labor - 2 Harbors	10,175.00	
800-10-00	Contract Labor (reg)	0.00	
808-10-00	Bonus	6,000.00	
810-00-00	Travel & Ent - non-Reg	10.80	
810-00-01	Travel/Enter - NR - 2 Harbors	7,827.98	
810-10-00	Travel & Ent (Reg)	3,730.17	
820-00-00	Travel & Ent (Meals) Non-Reg	40.00	
820-00-01	Travel & Ent (Meals) - Meals 2 Harbors	623.48	
820-10-00	Travel & Ent. Meals Reg	1,161.24	
830-00-00	R & M - SS (N/R)	14,642.07	

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Confidential Designation Removed
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General Ledger Trial Balance for Period Ending 7/31/2005

Aqua Express, LLC (AQU)

Account Number	Description	Debit	Credit
Administrative & Overhead Expenses			
830-00-01	R & M - NR (2 Harbors)	12,394.19	
830-10-00	R& M - (Reg)	90,608.26	
840-00-00	Fuel - SS (non - reg)	16,710.06	
840-00-01	Fuel - Non reg (2 Harbors)	29,507.22	
840-10-00	Fuel - Reg)	204,746.41	
850-00-00	Depreciation Expense	28,000.00	
850-10-00	Depr Exp - (Reg)	0.00	
860-00-00	Bareboat - Sightseer		175,728.00
860-00-01	Bareboat - 2 Harbors	94,249.37	
860-10-00	Bareboat - (Reg)	241,654.00	
870-00-00	Insurance	2,500.00	
870-00-01	Insurance	21,998.71	
870-10-00	Insurance - (Reg)	40,859.55	
872-00-00	Office/Computer Supplies-Acctg	0.00	
872-10-00	Office Supplies - (Reg)	466.04	
875-00-00	Marketing - non-Reg	0.00	
875-00-01	Marketing - NR (2 Harbors)	159.05	
875-10-00	Marketing - Reg	30,631.18	
876-00-00	Uniforms - Non Reg	0.00	
876-10-00	Uniforms - Reg	2,931.66	
882-00-00	Washington State B&O	3,398.01	
882-00-01	Washington State B&O - 2 Harobrs	3,495.15	
882-10-00	WA St B&O - (Reg)	4,626.68	
883-00-00	City of Seattle Taxes	944.49	
883-00-01	City of Seattle Taxe - 2 Harbors	967.00	
883-10-00	City of Sea B&O - (Reg)	1,231.18	
884-00-00	Business Taxes	166.00	
884-00-01	Business Taxes - 2 Harbors	380.00	
884-10-00	Business Taxes - (Reg)	513.50	
890-00-00	Professional Fees	0.00	
890-10-00	Professional Fees - Regulated	22,342.58	
901-00-00	Telephone - Non-Regulated	300.00	
901-10-00	Telephone - (Reg)	4,172.45	
915-00-00	Cash over/short	15.73	
915-10-00	Cash Over/Short (Reg)		62.78
920-00-00	Miscellaneous Expense	0.00	
920-10-00	Misc. Exp - (Reg)	2,000.00	
921-00-00	Bank Service Fee	0.00	
921-10-00	Bank Service Fee (Reg)	2,311.70	
922-10-00	Terminal Rental Fees (Reg)	132.31	
922-10-01	V/MC Disc. (reg)	3,494.42	
922-10-02	Discover Disc. (reg)	23.93	
922-10-03	Amex/DC Fees (Reg)	113.35	
923-00-00	Gain/loss on disposal	0.00	
923-10-00	Gain/Loss on Disposal (Reg)	0.00	
925-00-00	Charitable Contribution	0.00	
925-10-00	Charitable Contribution (Reg)	0.00	
930-00-00	Interest Exp.	0.00	
930-10-00	Interest Exp - Regulated	30,056.93	
		Administrative & Overhead Expenses:	175,790.78
		Report Total:	3,405,552.72

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Aqua Express Daily Passenger Counts

JULY 05' Kingston to Seattle

5:15 AM 7:00 AM 4:35 PM

Seattle to Kingston

6:05 AM 3:45 PM 5:30 PM

		K-S				S-K			
		Total		Total		Total		Total	
W/E	7/1/05	37	98	9	144	1	93	69	163
W/E Totals		37	98	9	144	1	93	69	163
Mon	7/4/05				0				0
Tue	7/5/05	27	98	7	132	1	51	87	139
Wed	7/6/05	38	101		139		63		63
Thu	7/7/05				0				0
Fri	7/8/05		87		87		95		95
W/E Totals		65	286	7	358	1	114	182	297
Mon	7/11/05		101		101		93		93
Tue	7/12/05		115		115		33	105	138
Wed	7/13/05	27	115	4	146	1	41	105	147
Thu	7/14/05	33	119	7	159	1	61	111	173
Fri	7/15/05								
W/E Totals		60	450	11	621	2	135	414	551
Mon	7/18/05	39	122	12	173	0	58	107	165
Tue	7/19/05	37	118	1	156	0	47	112	159
Wed	7/20/05	38	107	2	147	2	50	100	152
Thu	7/21/05	40	102	0	142	1	46	94	141
Fri	7/22/05	40	90	8	138	1	57	77	135
W/E Totals		194	539	23	756	4	258	490	752
Mon	7/25/05	30	118	2	150	0	43	118	161
Tue	7/26/05	33	104	3	140	0	56	91	147
Wed	7/27/05	37	100	3	140	2	49	94	145
Thu	7/28/05	33	103	9	145	1	46	95	142
Fri	7/29/05	27	91	3	121	2	66	74	142
W/E Totals		160	516	20	696	5	250	472	608
MTH Totals		518	1889	70	2475	13	860	1627	2071

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Confidential Designation Removed

By John Blackman 9-9-05

Aqua Express Daily Passenger Counts

Kingston to Seattle

Seattle to Kingston

AUGUST 05

5:15 AM 7:00 AM 4:35 PM

**K-S
Total
6:05 AM 3:45 PM 5:30 PM**

**S-K
Total**

Mon	8/1/05	35	110	6	151	7	58	101	166	317
Tue	8/2/05	35	118	3	156	2	54	105	161	317
Wed	8/3/05	32	105	3	140	1	68	102	171	311
Thu	8/4/05	44	102	8	154	0	54	101	155	309
Fri	8/5/05	33	106	7	146	0	65	95	160	306
W/E Totals		179	541	27	747	10	299	504	813	1560
Mon	8/8/05	37	115	4	156	1	40	107	148	304
Tue	8/9/05	33	130	2	165	0	53	111	164	329
Wed	8/10/05	28	108	1	137	0	45	118	163	300
Thu	8/11/05	35	102	3	140	1	55	101	157	297
Fri	8/12/05	26	85	9	120	0	50	89	139	259
W/E Totals		159	540	19	718	2	243	526	771	1489
Mon	8/15/05	39	101	4	144	0	51	105	156	300
Tue	8/16/05	39	107	3	149	2	55	113	170	319
Wed	8/17/05	40	117	3	160	0	53	116	169	329
Thu	8/18/05	34	112	5	151	0	62	102	164	315
Fri	8/19/05	31	100	8	139	0	54	96	150	289
W/E Totals		183	537	23	743	2	275	532	809	1552
Mon	8/22/05	35	124	2	161	2	68	104	174	335
Tue	8/23/05	34	119	4	157	0	56	107	163	320
Wed	8/24/05	32	131	6	169	2	62	106	170	339
Thu	8/25/05	39	109	4	152	0	54	115	169	321
Fri	8/26/05	28	93	9	130	2	63	83	148	278
W/E Totals		168	576	25	769	6	303	515	824	1593
Mon	8/29/05	40	126	1	167	0	57	108	165	332
Tue	8/30/05	45	118	12	175	1	64	111	176	351
Wed	8/31/05	39	113	7	159	0	61	107	168	327
W/E Totals		124	357	20	501	1	182	326	509	1010
MTH Totals		813	2551	114	3478	21	1302	2403	3726	7204

CONFIDENTIAL

Confidential Designation Removed

By John Blackman 9-9-05