FOCUSRITE AUDIO ENGINEERING LTD

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
YEAR TO 31 AUGUST 2007

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Directors' report for the year ended 31 August 2007

The directors present their report and the financial statements for the year ended 31 August 2007

1 Principal activities and business review

The company continues to develop, manufacture and market professional audio equipment and also licences its intellectual property

2 Results

The profit after taxation for the year amounted to £894,217 (2006 £441,154)

3 Dividends

During the year dividends of £107,851 were paid in respect of Ordinary Shares and £331,911 in respect of the 10% Cumulative Redeemable Preference Shares

4. Directors

The Directors who served during the year were as follows

P S Dudderidge

J A Dudderidge

S Blackwood resigned on 22nd December 2006

M J Johnson

R D Jenkins

C J Gooddie

G Orford was appointed as a director on 27th November 2006

5 Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

6 Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting

By Order of the Board

Philip Dudderidge

Director

FOCUSRITE AUDIO ENGINEERING LTD

DIRECTORS' REPORT AND FINANCIAL STATEMENTS YEAR TO 31 AUGUST 2007

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditors' report to the members of Focusrite Audio Engineering Ltd

We have audited the financial statements of Focusrite Audio Engineering Ltd for the year ended 31st August 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31st August 2007 and of its profit for the year then ended.
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

KPMG LLP

KAUG LY

Chartered Accountants and Registered Auditors

Arlington Business Park

Theale

Reading

RG7 4SD

30 May 2008

Profit and loss account for the year ended 31 August 2007

		2007	2006
Note		£	£
2	Turnover	8,514,400	6,601,037
	Cost of sales	(4,599,232)	(4,074,840)
	Gross profit	3,915,168	2,526,197
	Administrative expenses	(2,785,059)	(1,951,202)
6	Other operating income	_	8,936
3-5	Operating profit	1,130,109	583,931
7	Interest receivable and similar income	41,098	30,545
8	Interest payable and similar charges	(23,525)	(34,443)
	Profit on ordinary activities before taxation	1,147,682	580,033
9	Tax on profit on ordinary activities	(253,465)	(138,879)
	Profit for the financial year	894,217	441,154

There are no gains or losses other than those reported above and as a result no separate statement of total recognised gains and losses is presented

All turnover and operating results reported above are derived from continuing operations

Balance sheet at 31 August 2007

Note	•		2007		2006
		£	£	£	£
	Fixed assets				
11	Intangible assets - Goodwill	531,193		559,151	
10	Tangible assets	143,985		150,601	
			675,178		709,752
	Current assets				
12	Stocks	899,265		760,545	
13	Debtors	1,174,064		1,201,443	
	Cash at bank and in hand	1,176,087		799,345	
		3,249,416		2,761,333	
14	Creditors				
	Amounts falling due within	(1,344,995)		(1,377,852)	
	one year				
	Net current assets		1,904,421		1,383,481
	Net assets		2,579,599		2,093,233
			======		======
	Capital and reserves				
15	Called Up Share Capital		45,957		57,207
19	Capital Redemption Reserve		1,116,250		1,105,000
19	Share Premium		88,750		88,750
19	Profit and Loss Account		1,328,642		842,276
	Shareholders' funds		2,579,599		2,093,233
			=======		=======

These financial statements were approved by the board of directors on 9 May 2008 and signed on its behalf by

Philip Dudderidge

Director

Cash flow statement for the year ended 31 August 2007

Note

11011	•	2007	2006
		£	£
	Reconciliation of operating profit to net cash		
	flow from operating activities		
	Operating profit	1,130,109	583,931
	Depreciation charges	158,443	111,357
	Amortisation charge	27,958	-
	Hive-up of subsidiary	-	(54,825)
	(Increase) in stocks	(138,720)	(289,905)
	Decrease in debtors	27,379	353,723
	Increase /(decrease) in creditors	182,397	(275,938)
	Net cash inflow from operating activities	1,387,566	428,343
		======	222222
	Cash flow statement		
	Cash flow from operating activities	1,387,566	428,343
26	Returns on investments and servicing of finance	(290,813)	(37,718)
	Taxation	(160,333)	(294,360)
26	Capital expenditure and financial investment	(151,827)	(58,464)
26	Acquisition and disposals	· · ·	1,599
	Equity dividends paid	(107,851)	(198,697)
	Cash :nflow/(outflow) before management of		
	liquid resources and financing	676,742	(159,297)
26	Financing	(300,000)	(405,000)
	Increase/(decrease) in cash in the period	376,742	(564,297)
		======	======
	Reconciliation of net cash flow		
27	to movement in net funds		
	Increase/(decrease) in cash in the period	376,742	(564,297)
	Change in net funds resulting from cash flow	376,742	(564,297)
	Movement in net funds in the period	376,742	(564,297)
	Net funds at the start of the period	799,345	1,363,642
	Net funds at the end of the period	1,176,087	799,345
		=======	======

Notes to the financial statements for the year ended

31 August 2007

1 Accounting policies

11 Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable Accounting Standards

1 2 Basis of preparation

The company is exempt by virtue of section 248 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

13 Depreciation

Depreciation is provided on all tangible fixed assets in use at rates calculated to write off the cost of each asset over its expected useful life as follows -

Plant, equipment & tooling

Computer equipment

Motor vehicles

Fixtures & fittings

Leasehold improvements

Over 2-4 years

Over 2-4 years

Over 4 years

Over 5 years

Over 10 years

14 Goodwill

Purchased goodwill (representing the excess of the fair value of the consideration over the fair value of the separable net assets acquired) arising on business combinations is capitalised. Goodwill is amortised to nil by equal annual instalments over its estimated useful life of twenty years.

15 Stocks

Stock is stated at the lower of cost, replacement cost and net realisable value

16 Leases

Assets used by the company which have been funded by finance leases are capitalised and the resulting lease obligations are included in creditors net of finance charges. Operating lease rentals are charged to the profit and loss account in the period in which they fall due

17 Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS19

18 Foreign currencies

Transactions during the period are translated at the rates of exchange in effect on the dates of the transaction. Translation differences are included in the results for the year. Foreign currency assets and liabilities are translated at the rate of exchange ruling at the Balance Sheet date.

19 Pensions

The company operates a defined contribution scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

1 10 Research and development expenditure

Expenditure on research and development is written off against profits in the year in which it is incurred

1 Accounting policies (continued)

1.11 Cash and liquid resources

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand

Liquid resources are current asset investments which are disposable without curtailing or disrupting the business and are either readily convertible into known amounts of cash at or close to their carrying values or traded in an active market. Liquid resources comprise term deposits of less than one year (other than cash) investments in money market managed funds.

1.12 Classification of financial instruments issued by the Company

Following the adoption of FRS 25, financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

1 13 Dividends on shares presented within shareholders' funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements

2 Turnover

Turnover represents the invoiced amount of goods and services excluding value added tax and is all derived from the principal activities of the company and is analysed below

3 Operating profit

Operating profit is stated after charging -	2007	2006
	£	£
Depreciation of owned assets	158,443	111,357
Profit on disposal of fixed assets	-	889
Auditors remuneration	16,500	23,350
Amounts paid in respect of operating leases	57,504	57,504
Exchange loss / (gain)	20,886	(28,569)
R & D Expenditure	310,451	176,446

4	Staff costs (including directors)	2007	2006
		£	£
	Wages and Salaries	1,386,226	1,080,192
	Social security costs	146,307	120,047
	Other pension costs	36,580	36,812
		1,569,113	1,237,051
		======	======

The average number of employees during the year (excluding directors) was 37 (2006 24)

5	Directors' emoluments	2007	2006
		£	£
	Management remuneration and fees	475,030	429,790
	Pension contributions	36,580	36,812
	Benefits	8,660	9,484
		500.070	470.000
		520,270	476,086
		======	======

The aggregate of emoluments of the highest paid director was £112,222 (2006 £137,326), and company pension contributions of £25,114 (2006 £18,360 were made to a money purchase scheme on his behalf

Retirement benefits are accruing to two directors under money purchase pension schemes

6	Other operating income	2007 £	2006 £
	Rent received	-	8,936
7	Interest receivable and similar income		
	Bank interest	41,098	30,545
8	Interest payable and similar charges		
	Finance costs on shares classified as liabilities	23,525	34,443
			

9 Taxation

Analysis of charge in period

	2007	2006	
	£	£	
UK corporation tax			
Current tax on income for the period	253,465	139,518	
Adjustments in respect of prior periods	-	(639)	
	253,465	138,879	

Factors affecting the tax charge for the period

The current tax charge for the period is lower (2006 lower) than the standard rate of corporation tax in the UK 30% (2006 30%). The differences are explained below

	2007	2006
	£	£
Current tax reconciliation		
Profit on ordinary activities before tax	<u>1,147,682</u>	<u>580,033</u>
Current tax at 30% (2006 30%)	344,305	174,010
Effects of		
Expenses not deductible for tax purposes		
(primarily entertaining costs)	3,113	1,784
Depreciation in excess of capital allowances for period	14,724	10,904
Research and development credit	(99,809)	(50,921)
Marginal relief	(15,925)	(7,231)
Dividends on shares classified as debt	7,057	10,333
Total current tax charge (see above)	253,465	138,879
	=====	=====

The company has an unrecognised deferred tax asset of £27,903 (2006 asset £10,185) in relation to the difference between the tax written down value of tangible fixed assets and the book value of those assets. This deferred tax asset is not recognised as the directors consider the amount involved to be immaterial in the context of these financial statements

10 Tangible assets

	Plant & equipment	Fixtures, fittings & leasehold improvements	Computer equipment	Total
	£	£	£	£
Cost				
1 September 2006	495,269	116,053	130,902	742,224
Additions	85,633	-	66,194	151,827
31 August 2007	580,902	116,053	197,096	894,051
	======	======	======	======
Depreciation				
1 September 2006	381,509	104,854	105,260	591,623
Charge for the year	114,731	9,179	34,533	158,443
31 August 2007	496,240	114,033	139,793	750,066
5 / / lagast 250 /	======	=======	======	======
Net book value				
31 August 2007	84,662	2,020	57,303	143,985
	======	======	======	======
31 August 2006	113,760	11,199	25,642	150,601
	======	======	222222	======

11 Intangible fixed assets

	Goodwill
	£
Cost	
At beginning of year	559,151
Charge for the year	(27,958)
At end of year	531,193

12 Stocks

	2007	2006
	£	£
Raw materials	278,203	470,420
Finished goods	621,062	290,125
	899,265 ======	760,545 =====

13	Debtors
1.3	Debiors

		2007	2006
		£	3
	Trade debtors	1,039,955	1,014,354
	Other	54,612	99,838
	Prepayments and accrued income	79,497	87,251
		1,174,064	1,201,443
14	Creditors: Amounts falling due within o	ne year	
		2007	2006
		£	£
	Trade creditors	714,542	576,594
	Preference dividends	-	308,386
	Corporation tax	265,307	172,175
	Other taxes and social security costs	89,307	125,391
	Accruals	275,839	195,306
		1,344,995 =====	1,377,852
15	Share capital		
		2007	2006
		£	. £
	Authorised:		
	Equity		
	Ordinary shares of £1 each	100,000	100,000
	Non equity share capital		
	0% Red Pref Shares of £1 each	705,000	705,000
	10% Cum Pref Shares of £1 each	400,000	400,000
		1,205,000	1,205,000
		======	======
	Allotted, called-up and fully-paid:		
	Equity		
	Ordinary shares of £1 each	45,957	57,207
		======	======

16 Operating lease commitments

The company is committed to making annual payments in respect of operating leases

	2007	2006
Land and buildings leases which expires	£	£
within 1 year	57,500	57,500
	======	=====

17 Reconciliation of movements in shareholders' funds

	2007	2006
	£	£
Profit for the financial year	894,217	441,154
Dividends on shares classified in		
shareholders' funds	(107,851)	(198,697)
Redemption of preference shares	-	(175,213)
Purchase of own ordinary shares	(300,000)	-
Retained profit	486,366	67,244
Effect of adoption of FRS 25 on		
1 September 2005	-	(229,787)
Net addition to/(reduction in)		
shareholders' funds	486,366	(162,543)
Opening shareholders' funds	2,093,233	2,255,776
		
Closing shareholders' funds	2,579,599	2,093,233
	======	======

18 Share capital and reserves

	Called up share capital	Profit and loss account	Share premium	Capital redemption reserve	Total
	£	£	£	£	£
At 1 September 2006	57,207	842,276	88,750	1,105,000	2,093,233
Profit for the financial year	-	894,217	-	-	894,217
Sale of ordinary shares	(11,250)	(288,750)	-		(300,000)
Transfer to capital redemption reserve	•	(11,250)	-	11,250	-
Dividends on shares classified in shareholders' funds	-	(107,851)	-	-	(107,851)
At 31 August 2007	45,957 =====	1,328,642	88,750	1,116,250 =====	2,579,599

19 Capital commitments

There were no capital commitments authorised or contracted for as at 31 August 2007

20 Sale of ordinary shares

Focusrite Audio Engineering Limited bought back 11,250 of its own ordinary shares on 28th February for the sum of £300,000

21 Dividends

Dividends have accrued on the Redeemable Preference Shares and £23,525 has been charged to the Profit and Loss Account, together with ordinary dividends of £107,851

22 Directors' transactions

The business premises of the company at 19 Lincoln Road, Cressex, High Wycombe, Buckinghamshire, are owned by Mr P S Dudderidge and City Trustees Limited and leased to the company at an annual rent of £57,500 ($2006 \pm 57,500$)

23 Pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the company to the fund and amounted to £36,580 (2006 £36,812). Amounts outstanding at the year end totalled £nil (2006 £5,456).

25 Analysis of cash flows

		2007 £	2007 £	2006 £	2006 £
	Returns on investment and servicing of finance				
	Interest received Non-equity dividends paid	41,098 (331,911)		30,545 (68,263)	
			(290,813)		(37,718)
	Capital expenditure and financial investment				
	Purchase of tangible fixed assets	(151,827)		(58,464)	
			(151,827)	-	(58,464)
	Acquisitions and disposals Cash acquired in hive-up			1,599	
			_		1,599
	Financing Redemption of preference shares Purchase back of ordinary shares	(300,000)		(405,000) -	
			(300,000)		(405,000)
			======		======
27	Analysis of net funds				
		At l	beginning of year	Cash flow	At end of year
			£	£	£
	Cash in hand, at bank		799,345	376,742	1,176,087
	Total		799,345	376,742	1,176,087
			======	======	======