FOCUSRITE AUDIO ENGINEERING LIMITED

ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 31 AUGUST 2001

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13/04/02

Report of the auditors to Focusrite Audio Engineering Limited pursuant to Section 247B of the Companies Act 1985.

We have examined the abbreviated accounts set out on pages 3 to 7 together with the full financial statements of Focusrite Audio Engineering Limited for the period ended 31 August 2001 prepared under Section 226 of the Companies Act 1985.

Respective responsibilities of directors and auditors

The company's directors are responsible for the preparation of the abbreviated accounts in accordance with Section 246 of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Sections 246(5) and (6) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with these provisions and to report our opinion to you.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated accounts have been properly prepared from those financial statements. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Sections 246(5) and (6) of the Companies Act 1985, and the abbreviated accounts are properly prepared in accordance with those provisions.

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Chartered Accountants Registered Auditors Arlington Business Park Theale Reading

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Abbreviated Balance Sheet at 31 August 2001

2001	e
£	
	Fixed assets
145,489	Tangible assets
	Current assets
89,296	Stock
649,247	Debtors
211,067	Cash at bank and in hand
949,610	
	Creditors
(360,238)	Amounts falling due within one year
589,372	Net current assets
734,861	Net assets
==== #	Conital and socialis
1 162 207	Capital and reserves Called up share capital
	Share Premium
(516,096)	Profit and loss account
724 964	
	Shareholders' funds
	Analysed as:
(1,087,555)	Equity Interests
1,822,416	Non Equity Interests
734,861	
	\$9,296 649,247 211,067 949,610 (360,238) 589,372 734,861 ====================================

The directors have taken advantage of the exemptions conferred by Section A of part111 of Schedule 8 to the Companies Act 1985 on the basis that the company qualifies as a small company.

Approved by the board of directors on 7.12.61 and signed on its behalf by:

P.S.Dudderidge

H.I.

Approved by the board of directors on 7.12.61 and signed on its behalf by:

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Notes to the Financial Statements for the year ending 31 August 2001

1 Accounting Policies

1.1 Basis of Accounting

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

1.2 Cash Flow Statement

The company qualifies as a small company as defined by sections 246 to 249 of the Companies Act 1985 and is accordingly exempt from preparing a cash flow statement as required by Financial Reporting Standard No. 1.

1.3 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	Over 2-4 years
Computer equipment	Over 2-4 years
Motor vehicles	Over 4 years
Fixtures & fittings	Over 5 years
Leasehold improvements	Over 10 years

There are fixed assets in plant, equipment and tooling with a cost of £21,829 which are being depreciated in reference to units produced.

1.4 Stocks and work in progress

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

1.5 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.

1.6 Deferred taxation

Deferred taxation is accounted for using the liability method on all material timing differences to the extent that it is probable that liabilities or assets will arise.

1.7 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.

1.8 Pensions

The company operates a defined contribution scheme for certain employees. 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.

1.9 Research and development expenditure

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

2 Tangible Assets

	Motor vehicles, plant & equipment	Fixtures, fittings & leasehold	Computer equipment	Total
	£	£	£	£
Cost				
1 September 2000	213,313	78,599	123,330	415,242
Additions	106,449	3,800	6,149	116,398
Disposals	(10,196)	0	0	(10,196)
31 August 2001	309,566	82,399	129,479	521,444
	#==== =	======	=======	=====
Depreciation				
1 September 2000	165,021	40,297	106,283	311,601
Charge for the year	52,890	8,207	12,851	73,948
Disposals	(9,594)	0	0	(9,594)
31 August 2001	208,317	48,504	119,134	375,955
	= === ==	==== = =	======	======
Net Book Value				
31 August 2001	101,249	33,895	10,345	145,489
31 August 2000	48,292	38,302	17,047	103,641

3 Creditors: Amounts falling due within one year

	2001	2000
	£	£
Trade creditors	209,076	325,692
Corporation Tax	2,746	1,700
Other taxes and social security costs	17,503	16,617
Accruals and deferred income	130,913	98,672
	360,238	442,681
	233322	=======

2001

2000

4 Share Capital

5

6

Retained profit for the year

At 31 August 2001

	£		£
100,000	100,000		100,000
each	705,000		705,000
1 each	400,000		400,000
	1,205,000		1,205,000
	=======		======
-paid:			
	57.207		57,207
	,		,
each	705.000		705,000
	400,000		400,000
	1,162,207		1,162,207
	======		======
in Shareholders	' Funds		
	2001		2000
	£		£
	325,344		340,051
	409,517		69,466
	734,861 =====		409,517
·			
Called up	Profit and	Share	Total
share capital	loss account	Premium	
£	£	£	£
	Called up share capital	100,000 100,000 each 705,000 1 each 400,000 1,205,000 ======	each 705,000 1 each 400,000 1,205,000 ======= -paid: 57,207 each 705,000 each 400,000 1,162,207 ====== in Shareholders' Funds 2001 £ 325,344 409,517 734,861 ====== Called up Profit and Share share capital loss account Premium

0

1,162,207

325,344

(516,096)

88,750

0

325,344

734,861

7 Capital Commitments

There were no capital commitments authorised or contracted for as at 31 August 2001.

8 Redemption of Preference Shares

The Company may at any time redeem for cash at par the whole or any multiple of 10,000 of both classes of preference share by serving notice upon the holders specifying a date upon which redemption is to take place being not less than 14 days nor more than 30 days from the date of such notice. The Company shall redeem the whole of the Preference Shares for cash at par, immediately prior to a listing or a sale.

9 Preference Dividends

Dividends have accrued on the Redeemable Preference Shares but have not been charged to the Profit and Loss Account as there are not sufficient distributable reserves.

Amount in issue	400,000	400,000
Dividend for period	99,944	90,858
Accrued Dividend at year end	717,417	617,473

10% Cumulative Redeemable Preference Shares of £1 each

10 Directors' Transactions

The business premises of the company at 19 Lincoln Road, Cressex, High Wycombe, Buckinghamshire, are owned by Mr. P S Dudderidge and M H Trustees Limited and leased to the company at an annual rent of £57,500 (2000: £50,000)

11 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 £30,360 (2000: £14,196). Amounts outstanding at the year end totalled £ nil (2000: nil).

£

£