REGISTRAR

Company No. 4005921

AUDIENCE LIMITED

REPORT AND UNAUDITED ACCOUNTS

YEAR ENDED 30TH JUNE 2004



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'AUDIENCE LIMITED

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The following page does not form part of the statutory accounts:

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'AUDIENCE LIMITED

DIRECTORS AND OTHER INFORMATION

DIRECTORS:	A Craske D Shickle G Ridgway
SECRETARY:	J Saunders
REGISTERED OFFICE:	Bridge House Restmor Way Wallington Surrey SM6 7AH
COMPANY NUMBER:	4005921

REPORT OF THE DIRECTORS

The directors submit their report and the accounts for the year ended 30th June 2004.

PRINCIPAL ACTIVITY

The principal activity of the company is that of a retailer of consumer electronics.

DIRECTORS AND INTERESTS IN SHARES

The directors of the company during the year and their beneficial interest in the company's shares (including family interests) at the beginning and end of the year were as follows:

	No. of ordinary £1 shares	
	At 30th June 2004	At 1st July 2003
A Craske	1	1
D Shickle	1	1
G Ridgway	1	1

No rights to subscribe for shares or debentures of the entity were granted or exercised during the year.

There have been no changes in directors since the balance sheet date.

DIRECTORS' RESPONSIBILITIES

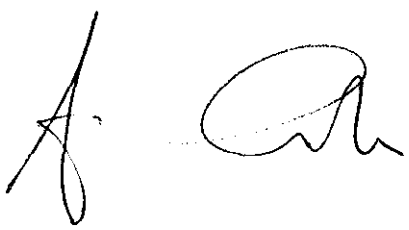
Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on a 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The above report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

BY ORDER OF THE BOARD



A Craske
Director
Approved by the board on 18th July 2005

AUDIENCE LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30TH JUNE 2004

	Notes	2004 £	2003 £
TURNOVER	2	306,554	211,912
Cost of sales		(177,153)	(163,555)
GROSS PROFIT		129,401	48,357
Distribution costs		(51,868)	(17,160)
Administrative expenses		(47,351)	(42,738)
OPERATING PROFIT/(LOSS)	3	30,182	(11,541)
Interest receivable		185	98
Interest payable		-	(13)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		30,367	(11,456)
TAXATION on profit/(loss) on ordinary activities	5	1,719	790
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION AND FOR THE FINANCIAL YEAR		32,086	(10,666)
ACCUMULATED LOSS as at 1st July 2003		(90,537)	(79,871)
ACCUMULATED LOSS as at 30th June 2004		£(58,451)	£(90,537)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the above two financial years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the results shown for the above two financial years and therefore no separate statement of total recognised gains and losses has been presented.

AUDIENCE LIMITED

BALANCE SHEET AS AT 30TH JUNE 2004

	Notes	2004		2003	
		£	£	£	£
FIXED ASSETS					
Tangible assets	6		18,704		26,252
CURRENT ASSETS					
Stocks		62,067		44,893	
Debtors	7	13,467		18,300	
Cash at bank		31,377		9,027	
		106,911		72,220	
CREDITORS: amounts falling due within one year	8	(28,146)		(32,989)	
NET CURRENT ASSETS			78,765		39,231
TOTAL ASSETS LESS CURRENT LIABILITIES			97,469		65,483
CREDITORS: amounts falling due after more than one year	9		(155,917)		(156,017)
NET LIABILITIES			£(58,448)		£(90,534)
Represented by:					
CAPITAL AND RESERVES					
Share capital- equity interests	11		3		3
Profit and loss account			(58,451)		(90,537)
SHAREHOLDERS' FUNDS	12		£(58,448)		£(90,534)

For the year ending 30th June 2004 the company was entitled to exemption from audit under subsection (1) of section 249A of the Companies Act 1985. No notice has been deposited under section 249B of the Act in relation to the accounts for the financial year.

The directors acknowledge their responsibility as directors for:

(1) ensuring that the company keeps accounting records which comply with s221 of the Act; and

(2) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of s226 of the Act, and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the company.

The accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Approved by the Board on 18th July 2005 and signed on its behalf:

A Craske
Director

NOTES TO THE ACCOUNTS - 30TH JUNE 2004

1. ACCOUNTING POLICIES

a. Basis of preparing the financial statements:
The accounts are prepared on a going concern basis. The directors consider this to be appropriate in light of their continued support as major loan creditors to the company.

b. Cash flows:
The accounts do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirement to produce such a statement under Financial Reporting Standard 1 "Cash Flow Statements".

c. Depreciation:
Depreciation is calculated so as to write off the cost of tangible fixed assets over their expected useful economic lives. The annual rates used in these accounts are:

Office equipment	- 25% straight line
Fixtures and fittings	- 25% straight line
Leasehold improvements	- over term of lease straight line

d. Deferred taxation:
In accordance with Financial Reporting Standard 19, deferred taxation is provided under the liability method in respect of all timing differences between the profits as computed for taxation purposes and the profits as stated in the accounts, without discounting.

e. Stocks:
Stocks are valued at the lower of cost and net realisable value.

f. Turnover:
Turnover represents net invoiced sales of goods and services, excluding VAT.

g. Operating leases:
Rentals applicable to operating leases are charged against profits on a straight line basis over the period of the lease.

h. Accounts Disclosure:
This year the directors have included loans made by them to the company as creditors due after more than one year in order to reflect their acknowledgement that these loans are not to be paid within 12 months from the balance sheet date. The comparatives have been adjusted to reflect this alteration.

2. TURNOVER

Turnover and operating loss are attributable to the one principal activity of the company, which arose wholly in the United Kingdom.

3. OPERATING PROFIT/(LOSS)

	2004	2003
	£	£
Is stated after charging:		
Depreciation - all owned	7,824	7,754
Operating lease rentals - land and buildings	18,000	13,697

4. DIRECTORS' EMOLUMENTS

Directors' emoluments for the year, for services other than as directors, totalled £32,757 (2003: £ 7,119).

NOTES TO THE ACCOUNTS - 30TH JUNE 2004

5. TAXATION

	2004 £	2003 £
Current tax charge being UK Corporation Tax based on profits for the year (see below)	-	-
Provision for deferred taxation	6,446	(790)
Change in effective rate	(8,165)	-
	£(1,719)	£(790)

The standard rate of current tax for the year, based on UK standard rates of Corporation Tax is 19% (2003 – 10%). The current tax charge is less than 19% (2003 was more than 10%) for the reasons set out in the following reconciliation:

Profit/(Loss) on ordinary activities before tax	30,367	(11,456)
Tax on loss on ordinary activities at the standard rate	5,770	(1,146)
Capital allowances excess of depreciation charged (2003: Depreciation in excess of capital allowances)	450	78
Disallowables	676	356
Brought forward losses utilised	(6,896)	712
Current tax charge for year	£ -	£ -

NOTES TO THE ACCOUNTS - 30TH JUNE 2004

6. TANGIBLE FIXED ASSETS

	Leasehold improvements £	Fixtures and fittings £	Office equipment £	Total £
COST:				
Balance as at 1st July 2003	24,912	13,421	3,362	41,695
Additions	-	-	276	276
Balance as at 30th June 2004	24,912	13,421	3,638	41,971
DEPRECIATION:				
Balance as at 1st July 2003	7,118	6,710	1,615	15,443
Charge for the year	3,559	3,356	909	7,824
Balance as at 30th June 2004	10,677	10,066	2,524	23,267
NET BOOK VALUE:				
At 30th June 2004	£ 14,235	£ 3,355	£ 1,114	£ 18,704
At 30th June 2003	£ 17,794	£ 6,711	£ 1,747	£ 26,252

	2004 £	2003 £
7. DEBTORS		
Trade debtors	2,263	464
Others	412	8,763
Deferred taxation asset (see note 10)	10,792	9,073
	£ 13,467	£ 18,300
8. CREDITORS: Amounts falling due within one year:		
Taxation and social security costs	1,273	1,103
Others	26,873	31,886
	£ 28,146	£ 32,989

NOTES TO THE ACCOUNTS - 30TH JUNE 2004

9. CREDITORS: Amounts falling due after more than one year:	2004 £	2003 £
Directors loan accounts	155,917	156,017
	£ 155,917	£ 156,017

10. PROVISIONS FOR LIABILITIES AND CHARGES

Deferred taxation:		
Balance at 1st July 2003	(9,073)	(8,283)
Tax charge/(credit) to profit and loss account	6,446	(790)
Change in effective rate	(8,165)	-
Balance at 30th June 2004	£(10,792)	£(9,073)
The balance on deferred taxation comprises:		
Capital allowances in excess of depreciation charged	(147)	159
Losses for future relief	(10,645)	(9,232)
Deferred tax asset	£(10,792)	£(9,073)

The deferred tax assets are shown in debtors (refer to note 7).

11.SHARE CAPITAL

Authorised:		
1,000 Ordinary shares of £1 each	£ 1,000	£ 1,000
Allotted, called up and fully paid:		
3 Ordinary shares of £1 each	£ 3	£ 3

NOTES TO THE ACCOUNTS - 30TH JUNE 2004

12. RECONCILIATION OF MOVEMENTS ON SHAREHOLDERS' FUNDS

Profit/(Loss) for the financial year after taxation	32,086	(10,666)
Opening shareholders' funds At 1st July 2003	(90,534)	(79,868)
Closing shareholders' funds at 30th June 2004	£(58,448)	£(90,534)

13. COMMITMENTS

Capital commitments:
There was no capital expenditure on fixed assets contracted at the year end but not provided for in the accounts, nor any amounts authorised by the directors but not contracted for.

Operating lease commitments:
At 30th June 2004 the company had annual commitments under operating leases as set out below:

	Land and buildings	
	2004	2003
	£	£
Operating leases which expire:		
After five years	18,000	18,000