

K TEL INTERNATIONAL INC  
Form 10-Q  
September 18, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2004

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-07115

**K-TEL INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of  
incorporation or organization)

**41-0946588**

(I.R.S. Employer Identification No.)

**2655 Cheshire Lane North, Suite 100, Plymouth,**

**Minnesota**

(Address of principal executive offices)

**55447**

(Zip Code)

Registrant's telephone number, including area code: **(763) 559-5566**

Securities registered pursuant to Section 12(b) of the Act:

**None**

Securities registered pursuant to Section 12(g) of the Act:

**Common Stock, par value \$0.01**

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(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of September 15, 2006, the registrant had 13,653,738 shares of common stock outstanding.

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**K-TEL INTERNATIONAL, INC. AND SUBSIDIARIES**

**FORM 10-Q**

**FOR THE THREE MONTH PERIOD**

**ENDED SEPTEMBER 30, 2004**

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**SAFE HARBOR STATEMENT UNDER THE**

**PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

Certain statements of a non-historical nature under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Form 10-Q constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be identified by the use of terminology such as "may," "will," "expect," "anticipate," "estimate," "should," or "continue" or the negative thereof or other variations thereon or comparable terminology. Such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or from those results currently anticipated or projected. Such factors include, among other things, the following: changes in consumer purchasing; demand for and market acceptance of new and existing products; the impact from competition for recorded music; the outcome of legal proceedings; dependence on suppliers and distributors; success of marketing and promotion efforts; technological changes and difficulties; availability of financing; foreign currency variations; general economic, political and business conditions; and other matters. We undertake no obligation to release publicly the result of any revisions to these forward-looking statements, except as required by law.



**K-TEL INTERNATIONAL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS - UNAUDITED***(in thousands except share data)*

	September 30, 2004	June 30, 2004
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 27	\$ 147
Accounts receivable, net of allowance for doubtful accounts of \$4 and \$4	3,353	2,691
Inventories	472	561
Royalty advances	31	50
Prepaid expenses and other	288	308
Total Current Assets	4,171	3,757
Property and equipment, net of accumulated depreciation and amortization of \$1,103 and \$1,506	115	83
Owned catalog masters, net of accumulated amortization of \$2,986 and \$2,942	625	656
	\$ 4,911	\$ 4,496
<b>LIABILITIES AND SHAREHOLDERS DEFICIT</b>		
Current Liabilities:		
Notes payable to affiliate and other	\$ 11,372	\$ 11,165
Accounts payable	1,613	1,432
Accrued royalties	2,027	1,907
Reserve for returns	147	133
Net liabilities of discontinued operations	31	30
Total Current Liabilities	15,190	14,667
Shareholders' Deficit:		
Common stock 50,000,000 shares authorized; par value \$.01; 13,653,738 issued and outstanding	136	136
Additional paid-in capital	21,292	21,292
Accumulated deficit	(31,619)	(31,466)
Accumulated other comprehensive loss	(88)	(133)
Total Shareholders' Deficit	(10,279)	(10,171)
	\$ 4,911	\$ 4,496

The accompanying notes are an integral part of these financial statements.

**K-TEL INTERNATIONAL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - UNAUDITED***(in thousands - except per share data)*

	<b>Three Months Ended September 30,</b>	
	<b>2004</b>	<b>2003</b>
Net Sales	\$ 1,836	\$ 1,622
Costs and Expenses:		
Cost of goods sold	921	656
Advertising	27	43
Selling, general and administrative	917	838
Total Costs and Expenses	1,865	1,537
Operating Income (Loss)	(29 )	85
Other Expense:		
Interest expense	(145 )	(117 )
Other	22	(11 )
Total Other Expense	(123 )	(128 )
Loss from Continuing Operations	(152 )	(43 )
Loss from Discontinued Operations, net of taxes	(1 )	(41 )
Net Loss	\$ (153 )	\$ (84 )
Loss per Share - Basic and Diluted:		
Continuing Operations	\$ (.01 )	\$ (.01 )
Discontinued Operations		
Net Loss	\$ (.01 )	\$ (.01 )
Shares used in the calculation of loss per share - Basic and Diluted:	13,654	13,654
Comprehensive Loss:		
Net loss	\$ (153 )	\$ (84 )
Translation adjustment	45	
Comprehensive Loss	\$ (108 )	\$ (84 )

The accompanying notes are an integral part of these financial statements.

**K-TEL INTERNATIONAL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED***(in thousands)*

	<b>Three Months Ended September 30,</b>	
	<b>2004</b>	<b>2003</b>
<b>Cash flows from Operating Activities:</b>		
Net loss	\$ (153 )	\$ (84 )
Adjustments to reconcile net loss to cash provided by (used in) operating activities:		
Depreciation and amortization	63	63
Loss on disposal of property and equipment	(11 )	(1 )
Discontinued operations	1	14
Changes in operating assets and liabilities:		
Accounts receivable, net	(655 )	26
Inventories	88	52
Royalty advances	18	17
Prepaid expenses	18	87
Accounts payable	186	(98 )
Accrued royalties	119	(4 )
Reserve for returns	14	(13 )
Cash provided by (used in) operating activities	(312 )	59
<b>Cash flows from Investing Activities:</b>		
Proceeds from sale of property and equipment		12
Purchases of property and equipment	(62 )	(6 )
Cash provided by (used in) investing activities	(62 )	6
<b>Cash flows from Financing Activities:</b>		
Borrowings on notes payable	1,033	431
Payments on notes payable	(827 )	(1,476 )
Cash provided by (used in) financing activities	206	(1,045 )
Effect of exchange rates on cash	48	(39 )
Net decrease in cash and cash equivalents	(120 )	(1,019 )
Cash and cash equivalents at beginning of period	147	1,219
Cash and cash equivalents at end of period	\$ 27	\$ 200

The accompanying notes are an integral part of these financial statements.

**K-TEL INTERNATIONAL, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(UNAUDITED)

**1. BUSINESS AND LIQUIDITY**

K-tel International, Inc. (the Company, K-tel or the registrant) was incorporated in 1968 and currently has its corporate offices located in Plymouth, Minnesota. Through its operating subsidiaries, K-tel licenses its music catalog internationally and markets entertainment products mainly derived from its catalog through retail and direct response marketing channels in the United States and Europe. The Company has a focused method of distribution that targets the strengths of selected individual retailers and supplies products suited to each retailer's needs. These products are derived mainly from the Company's master recordings music catalog with the objective of realizing more competitive profit margins. K-tel seeks to license its trademarks to other companies in businesses unrelated to K-tel's current operations. Licenses are granted for a royalty or fee, with no cost to the Company.

Discontinued Operations

The Company's consumer products business, which was concentrated in Europe, consisted primarily of house wares, consumer convenience items and exercise equipment. The Company discontinued its consumer products operations in Germany, the United Kingdom and the United States in June 2000, November 2000 and January 2001, respectively. Accordingly, these activities have been presented in the accompanying financial statements as discontinued operations. The accompanying condensed consolidated financial statements have been prepared to reflect the consumer products division as a discontinued operation. The net liabilities of discontinued operations at September 30, 2004 and June 30, 2004, and losses from discontinued operations for the three months ended September 30, 2004 and 2003, relate primarily to legal matters and completion of statutory reporting requirements for the former operations in Germany.

Liquidity

During the three months ended September 30, 2004 and 2003, the Company incurred net losses from continuing operations of \$152,000 and \$43,000, respectively. Operating activities used \$312,000 of cash during the three months ended September 30, 2004 and provided \$59,000 of cash in the three months ended September 30, 2003. Additionally, the Company had a working capital deficit of \$11,019,000 at September 30, 2004.

The Company's ability to continue its present operations and implement future expansion plans successfully is contingent mainly upon its ability to maintain its line of credit arrangements with K-5 Leisure Products, Inc. (See Note 3), increase its revenues and profit margins, and ultimately attain and sustain profitable operations. Without increased revenues and sustained profitability, the cash generated from the Company's current operations will likely be inadequate to fund operations and service its indebtedness on an ongoing basis. Management is focusing its efforts on music licensing and limited music distribution. However, there can be no assurance that the Company will achieve profitable operations through these efforts. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

**2. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation The accompanying condensed consolidated unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by US GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three month period ended September 30, 2004 are not necessarily indicative of the results that may be expected for the year as a whole. The unaudited condensed consolidated balance sheet for June 30, 2004 has been derived from audited consolidated financial statements as of that date. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K/A for the year ended June 30, 2004.





Principles of Consolidation - The accompanying condensed consolidated financial statements include the accounts of K-tel International, Inc. and its domestic and foreign subsidiaries, all of which are wholly owned. All significant intercompany accounts and transactions have been eliminated.

During the quarter ended March 31, 2004, the Company began to consolidate the financial statements of Lancaster Trading Limited ( Lancaster ), a variable interest entity of which the Company determined it was the primary beneficiary. Sales and purchases between Lancaster and the Company have been eliminated in consolidation, and the additional effects of Lancaster on the Company's operations were not material.

Revenue Recognition The Company derives its revenue mainly from two sources: the sale of music compilations (predominately compact discs) produced by the Company, and license revenue from the licensing of Company-owned masters. Revenue from music sales is recognized at the time of shipment to the customer, while license revenue is recognized when payment is received from customers or when known amounts are receivable, as prior to that date collection is not considered probable. Most music sales are made with a right of return of unsold goods. Estimated reserves for returns are established by management based upon historical experience and product mix and are subject to ongoing review and adjustment by the Company. These reserves are recorded at the time of sale and are reflected as a reduction in revenue. The Company's reserve for returns was \$147,000 at September 30, 2004 and \$133,000 at June 30, 2004.

Cost of Goods Sold The Company expenses all product manufacturing, distribution and royalty costs associated with music sales as cost of goods sold. The Company also expenses royalties, commissions and amortization of its owned master recordings associated with its license revenue as costs of goods sold.

Shipping and Handling Costs The Company expenses within cost of goods sold all shipping and handling costs incurred in the shipment of goods.

Cash and Cash Equivalents Cash and cash equivalents consist principally of cash and short-term, highly liquid investments with original maturities of less than ninety days.

Inventories Inventories, which consists of finished goods that include all direct product costs, are valued at the lower of cost, determined on a first-in, first-out basis, or net realizable value.

Owned Catalog Masters The Company capitalizes the costs to purchase owned master recordings at the time of acquisition. These costs are amortized over the estimated useful life of these master recordings, which is generally seven years, and represents management's best estimate of the average period of value.

Rights to Use Music Product - Certain of the Company's compilation products are master recordings under license from record companies and publishers. In most instances, minimum guarantees or non-refundable advances are required to obtain the licenses and are realized through future sales of the product. The amounts paid for minimum guarantees or non-refundable advances are capitalized and charged to expense as sales are made. The unrealized portion of guarantees and advances is included in royalty advances in the accompanying consolidated balance sheets. Licenses are subject to audit by licensors. When anticipated sales appear to be insufficient to fully recover the minimum guarantees or non-refundable advances, a provision against current operations is made for anticipated losses.

Property and Equipment - Property and equipment are stated at cost. Depreciation and amortization is provided using straight line or declining balance methods over the estimated useful lives of the assets, which range from three to nine years.

Long Lived-Assets The Company evaluates its long-lived assets quarterly, or earlier if a triggering event occurs, to determine potential impairment by comparing the carrying value of those assets to the related undiscounted future

cash flows of the assets. If an asset is determined to be impaired, it is written down to its estimated fair value.

Royalties - The Company has entered into license agreements with various record companies and publishers under which it pays royalties on units sold. The Company accrues royalties using contractual rates and certain estimated rates on applicable units sold. The contractual royalty liability is computed quarterly and the accrued royalty balance is adjusted accordingly. The royalty agreements are subject to audit by licensors.

Advertising - The Company expenses the costs of advertising when the advertising takes place, except for direct response advertising, which is capitalized and amortized over its expected period of future benefits (usually the

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period remaining under a related contract, which is generally less than one year). Direct response advertising consists primarily of television advertising whereby customers respond specifically to the advertising and where the Company can identify the advertising that elicited the response. Advertising expenses were \$27,000 and \$43,000 for the three month periods ended September 30, 2004 and 2003, respectively.

**Foreign Currency** - The operations of foreign subsidiaries are measured in local currencies. Assets and liabilities are translated into U.S. dollars at period-end exchange rates. Revenue and expenses are translated at the average exchange rates prevailing during the period. Adjustments resulting from translating the financial statements of foreign entities into U.S. dollars are recorded as a component of accumulated other comprehensive income or loss.

**Stock-based Compensation** The Company accounts for stock-based awards to employees using the intrinsic value method prescribed in APB No. 25, Accounting for Stock Issued to Employees, whereby the options are granted at market price, and therefore no compensation costs are recognized. The Company has elected to retain its current method of accounting as described above and has adopted the SFAS Nos. 123 and 148 disclosure requirements. If compensation expense for the Company's various stock option plans had been determined based upon the projected fair values at the grant dates for awards under those plans in accordance with SFAS No. 123, the Company's pro-forma net earnings, basic and diluted earnings per common share would have been as follows:

	<b>Three Months Ended September 30,</b>	
	<b>2004</b>	<b>2003</b>
<b>Net loss (in thousands):</b>		
As reported	\$ (153 )	\$ (84 )
Pro forma	\$ (153 )	\$ (84 )
<b>Basic and Diluted EPS:</b>		
As reported	\$ (.01 )	\$ (.01 )
Pro forma	\$ (.01 )	\$ (.01 )

**Income Taxes** - Deferred income taxes are provided for temporary differences between the financial reporting basis and tax basis of the Company's assets and liabilities at currently enacted tax rates. A valuation allowance equal to the aggregate amount of deferred tax assets is established when realization is not likely.

**Net Income (Loss) Per Share** - Basic and diluted net income (loss) per share have been computed by dividing net income (loss) by the weighted average number of shares outstanding during the period. For all periods presented, common stock equivalents were excluded from the per share calculation as the net effect would be antidilutive. For the three month periods ended September 30, 2004 and 2003, weighted average options to purchase 2,564,839 and 442,900 shares of common stock, with weighted average exercise prices of \$.36 and \$1.95 were excluded from the computation of common share equivalents for the respective periods as they were antidilutive.

**Use of Estimates** - Preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (US GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Principal estimates include allowances for bad debt, inventory valuation, return reserves, royalty obligations, purchase commitments and product replacement costs. Actual results could differ from those estimates used by management.

### **3. LOANS PAYABLE TO AFFILIATE**

K-tel has a Line of Credit Agreement with K-5 Leisure Products, Inc. ( K-5 ), the Company's largest shareholder which is controlled by Philip Kives, the Chairman of the Board, President and Chief Executive Officer of K-tel. Under the terms of the agreement (the K-5 Facility ), K-5 has agreed to make available up to \$8,000,000 to K-tel on a revolving basis. The loan bears interest at a variable rate based upon the base rate of a nationally recognized lending institution (4.75% at September 30, 2004), expires July 20, 2008, and is subordinated to the Foothill loan (see

below). The K-5 Facility contains the same covenants as the Foothill loan agreement. K-tel has pledged the stock of its foreign subsidiaries as collateral for the loan, and the loan carries a subordinated position to the Foothill loan on all other assets of the Company. K-tel had outstanding balances of \$7,372,000 and \$7,165,000 as of September 30, 2004 and June 30, 2004 respectively under the K-5 Facility. At September 30, 2004, K-tel obtained a waiver from K-5 for its non-compliance under the covenants, limitations and restrictions of the credit agreement.

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In addition, K-tel has a second loan agreement with K-5, under which K-5 assumed rights and obligations under a loan from the Company's former banker (Foothill Capital Corporation) pursuant to an Assignment and Acceptance Agreement dated February 27, 2001. This Foothill loan, which has been extended through July 20, 2008, provides for a \$10,000,000 credit facility consisting of a \$4,000,000 term loan due upon expiration, and a \$6,000,000 revolving facility under which borrowings are limited to a percent of eligible receivables. Borrowings under the facility bear interest at a variable rate based on a base rate of a nationally recognized lending institution plus 1% (5.75% at September 30, 2004) and are collateralized by the assets of certain Company subsidiaries in the United States, including accounts receivable, inventories, equipment, music library and general intangibles. The loan agreement contains certain financial and other covenants or restrictions, including the maintenance of a minimum shareholders equity by K-tel, limitations on capital expenditures, restrictions on music library acquisitions, limitations on other indebtedness and restrictions on dividends paid by K-tel. As of September 30, 2004 and June 30, 2004, \$4,000,000 was outstanding under the term loan and there were no borrowings under the revolving facility. At September 30, 2004, K-tel obtained a waiver from K-5 for its non-compliance under the covenants, limitations and restrictions of the credit agreement.

K-tel had an overdraft privilege borrowing facility with The Royal Bank of Scotland in the United Kingdom. This facility was secured by a standby letter of credit for \$55,000 provided by K-tel International Ltd., a Canadian company controlled by Philip Kives and was payable on demand in accordance with normal banking practices. K-tel had no outstanding balance as of September 30, 2004 and June 30, 2004.

#### **4. COMMITMENTS AND CONTINGENCIES**

##### K-tel International, Inc. vs. Tristar Products, Inc.

On March 14, 2000, K-tel and its subsidiary in Germany commenced an action for breach of express and implied warranties against Tristar Products, Inc. This action arose out of Tristar's sale to K-tel of a defective home exercise product called the BunBlaster for resale in Germany, Austria and Switzerland. By written contract, Tristar agreed to indemnify K-tel for injuries and damages arising out of the resale of those goods.

On April 30, 2001, Tristar also asserted a patent and trademark/ trade-dress counterclaim against K-tel for allegedly passing off a product called the K-tel Hook and Hang while allegedly a distributor of the original patented Tristar Hook and Hang product. The Company denies the allegation because it never was a distributor of this or any similar product.

Subsequently, on December 30, 2004, a Mutual General Release and Settlement Agreement was signed by K-tel and Tristar, whereby both companies agreed to mutual releases and Tristar agreed to pay K-tel \$350,000. The payment of \$350,000 was received February 18, 2005.

##### Other Litigation and Disputes

K-tel and its subsidiaries are also involved in other legal proceedings in the ordinary course of their business. With all litigation matters, management considers the likelihood of loss based on the facts and circumstances. If management determines that a loss is probable and the amount of loss can be reasonably estimated, such amount is recorded as a liability. Although the outcome of any such legal proceedings cannot be predicted, in the opinion of management there is currently no legal proceeding pending or asserted against or involving K-tel for which the outcome is likely to have a material adverse effect upon the consolidated financial position or results of operations of K-tel.

##### Subsidiary's Liquidation

The Company discontinued its United States subsidiary, K-tel Consumer Products, Inc., in February 2001. This closing represents the discontinuation of the Company's consumer products division and accordingly has been presented in the accompanying financial statements as discontinued operations. In addition, in March 2001, the Company's music distribution subsidiary in the United States, K-tel (USA) ceased operations and filed for protection under Chapter 7 of the United States Bankruptcy Code.

In fiscal 2004, \$214,000 was received from the liquidation of K-tel Marketing LTD., the Company also received approximately \$333,000 in fiscal 2004 from the sale of assets and account receivable collections related to the March 2001 bankruptcy of K-tel International, (USA), Inc.



## 5. BUSINESS SEGMENT AND GEOGRAPHIC AREA DATA

The Company markets and distributes entertainment products internationally and through its operating subsidiaries. K-tel's businesses are organized, managed and internally reported as two segments: retail music sales and music licensing. These segments are based on differences in products, customer type and sales and distribution methods. The Company's consumer product and e-commerce operations have been discontinued and are presented in the accompanying financial statements as discontinued operations and are therefore not included in the segment information.

The retail music segment consists primarily of the sales of pre-recorded music from the Company's music master catalog. The Company sells compact discs and DVDs directly to retailers, wholesalers and rack service distributors which stock and manage inventory within music departments for retail stores.

In the licensing segment, the Company licenses the rights to its master music catalog, consisting of original recordings and re-recordings of music from the 1950's through today, to third parties world-wide for use in albums, films, television programs, commercials and for electronic down loads to various media formats, for either a flat fee or a royalty based on the number of units sold.

Operating profits or losses of these segments include an allocation of general corporate expenses. Depreciation and amortization and capital additions are not significant and have therefore been excluded from the presentation.

Certain financial information on the Company's continuing operating segments is as follows:

### BUSINESS SEGMENT INFORMATION *(in thousands)*

Three Months Ended September 30,		Music	Licensing	Other	Total Company
Net Sales	2004	\$ 1,531	\$ 305	\$	\$ 1,836
	2003	1,103	519		1,622
Operating Income (Loss)	2004	\$ 55	\$ (84 )	\$	\$ (29 )
	2003	(61 )	146		85
Assets	2004	\$ 4,034	\$ 651	\$ 226	\$ 4,911
	2003	2,999	818	286	4,103

### GEOGRAPHIC INFORMATION *(in thousands)*

Three Months Ended September 30,		United States	Europe	Total
Net Sales	2004	\$ 1,016	\$ 820	\$ 1,836
	2003	965	657	1,622
Assets	2004	\$ 2,271	\$ 2,640	\$ 4,911
	2003	2,309	1,794	4,103



6. **SUBSEQUENT EVENTS**

Business and Liquidity

Effective October 10, 2005, K-tel, through a wholly owned subsidiary, entered into a trademark license agreement with BCI Eclipse Company, LLC ( BCI ) and effective October 16, 2005, entered into a phonograph record license agreement with BCI.

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## ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### General

Through its operating subsidiaries, K-tel licenses its music catalog internationally and markets entertainment products mainly derived from its catalog in the United States and Europe through retail and direct response marketing channels.

Through a subsidiary, K-tel Entertainment, Inc., K-tel has a focused method of distribution that targets the strengths of selected individual retailers and supplies products suited to each retailer's specific needs. These products are primarily derived from the Company's master recordings music catalog with the objective of realizing more competitive profit margins. As well, the Company seeks to license its name and marks to other businesses for a royalty or fee.

### **A. RESULTS OF OPERATIONS**

Net sales for the three months ended September 30, 2004 were \$1,836,000 an increase of 13.2% from sales of \$1,622,000 for the three month period ended September 30, 2003. This increase was attributed to increased music sales due to new products released in both the United Kingdom and the United States. The net loss for the three month period ended September 30, 2004 was \$153,000, or \$.01 per share, compared to a loss of \$84,000, or \$.01 per share, for the three month period ended September 30, 2003.

General corporate expenses of \$173,000 and \$212,000 for the three months periods ended September 30, 2004 and 2003, respectively, have been allocated to the segments.

The following sections discuss the results of continuing operations by business segment.

### **BUSINESS SEGMENT RESULTS**

#### **Music**

Sales in the music segment were \$1,531,000 for the three month period ended September 30, 2004 compared to \$1,103,000 for the three month period ended September 30, 2003, an increase of \$428,000, or 38.7%. The overall increase was primarily due to increased sales of an expanded product offering during the three months ended September 30, 2004.

Cost of goods sold in the music segment increased to 53.9% of sales for the three month period ended September 30, 2004 compared to 52.3% of sales for the three month period ended September 30, 2003 reflecting increased production costs in the United Kingdom. Advertising expenses within the segment, which consists primarily of co-operative advertising payments, trade advertising and promotions, increased to \$27,000 for the three month period ended September 30, 2004 compared to \$23,000 for the three month period ended September 30, 2003.

Selling, general and administrative expenses were \$616,000, or 40.2% of sales for the three month period ended September 30, 2004 compared to \$545,000, or 49.4% of sales for the three month period ended September 30, 2003. The primary reason for the decrease in expenses was the efforts to reduce overhead costs in the Company's offices in the United Kingdom and the United States.

The music segment incurred operating income of \$55,000 for the three month period ended September 30, 2004 compared to an operating loss of \$61,000 for the three month period ended September 30, 2003.

#### **Licensing**

Licensing revenue was \$305,000 for the three month period ended September 30, 2004 compared to \$519,000 for the three month period ended September 30, 2003, a decrease of 41.3% reflecting a general reduction in licensing activity in the music industry. The Company is concentrating its efforts on building licensing arrangements in several other segments of the entertainment industry. In September 2004, the Company began licensing its master music catalog to several companies that offer electronic downloads via their internet sites.

Royalty costs within the segment increased to \$88,000 for the three month period ended September 30, 2004 compared to \$78,000 for the three month period ended September 30, 2003 due primarily to the timing in recording the royalty expense in the United Kingdom.

Selling, general and administrative expenses remained flat at \$301,000 for the three month period ended September 30, 2004 compared to \$295,000 for the three month period ended September 31, 2003.

There was an operating loss in the licensing segment of \$84,000 for the three month period ended September 30, 2004 compared to operating income of \$146,000 for the three month period ended September 30, 2003, a decrease of \$230,000.

## **B. LIQUIDITY AND CAPITAL RESOURCES**

K-tel has a Line of Credit Agreement with K-5 Leisure Products, Inc. ( K-5 ), the Company's largest shareholder which is controlled by Philip Kives, the Chairman of the Board, President and Chief Executive Officer of K-tel. Under the terms of the agreement (the K-5 Facility ), K-5 has agreed to make available up to \$8,000,000 to K-tel on a revolving basis. The loan bears interest at a variable rate based upon the base rate of a nationally recognized lending institution (4.75% at September 30, 2004), expires July 20, 2008, and is subordinated to the Foothill loan (see below). The K-5 Facility contains the same covenants as the Foothill loan agreement. K-tel has pledged the stock of its foreign subsidiaries as collateral for the loan, and the loan carries a subordinated position to the Foothill loan on all other assets of the Company. K-tel had outstanding balances of \$7,372,000 and \$7,165,000 as of September 30, 2004 and June 30, 2004 respectively under the K-5 Facility. At September 30, 2004, K-tel obtained a waiver from K-5 for its non-compliance under the covenants, limitations and restrictions of the credit agreement.

In addition, K-tel has a second loan agreement with K-5, under which K-5 assumed rights and obligations under a loan from the Company's former banker (Foothill Capital Corporation) pursuant to an Assignment and Acceptance Agreement dated February 27, 2001. This Foothill loan, which has been extended through July 20, 2008, provides for a \$10,000,000 credit facility consisting of a \$4,000,000 term loan due upon expiration, and a \$6,000,000 revolving facility under which borrowings are limited to a percent of eligible receivables. Borrowings under the facility bear interest at a variable rate based on a base rate of a nationally recognized lending institution plus 1% (5.75% at September 30, 2004) and are collateralized by the assets of certain Company subsidiaries in the United States, including accounts receivable, inventories, equipment, music library and general intangibles. The loan agreement contains certain financial and other covenants or restrictions, including the maintenance of a minimum shareholders equity by K-tel, limitations on capital expenditures, restrictions on music library acquisitions, limitations on other indebtedness and restrictions on dividends paid by K-tel. As of September 30, 2004 and June 30, 2004, \$4,000,000 was outstanding under the term loan and there were no borrowings under the revolving facility. At September 30, 2004, K-tel obtained a waiver from K-5 for its non-compliance under the covenants, limitations and restrictions of the credit agreement.

K-tel had an overdraft privilege borrowing facility with The Royal Bank of Scotland in the United Kingdom. This facility was secured by a standby letter of credit for \$55,000 provided by K-tel International Ltd., a Canadian company controlled by Philip Kives and was payable on demand in accordance with normal banking practices. K-tel had no outstanding balance as of September 30, 2004 and June 30, 2004.

K-tel has been funding its operations in recent years through internally generated capital and secured loans from K-5. Assuming K-5 continues to advance funds sufficient to meet the Company's needs, management currently believes that K-tel has sufficient cash and borrowing capacity to ensure the Company will continue operations for the foreseeable future. Although K-5 continues to advance funds sufficient to meet the Company's needs at this time, there can be no assurance that this will be adequate or continue in the future or that K-tel will be able to obtain additional financing upon favorable terms when required.

The Company's ability to continue its present operations is contingent mainly upon its ability to maintain its line of credit arrangements with K-5, increase its revenues and profit margins, and ultimately attain and sustain profitable operations. Without increased revenues and sustained profitability, the cash generated from the Company's current operations will likely be inadequate to fund operations and service its indebtedness on an ongoing basis. Management is focusing its efforts on music licensing and limited music distribution. However, there can be no assurance that the Company will achieve profitable operations through these efforts. In the event the Company is unable to fund its operations and implement its current business plan properly, it may be unable to continue operations. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.



**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There has been no material changes in the Company's market risk during the three month period ended September 30, 2004. For additional information, refer to the Company's annual report on Form 10-K/A for the fiscal year ended June 30, 2004.

**ITEM 4. CONTROLS AND PROCEDURES**

Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were not effective because of the following material weakness in internal control over financial reporting.

The Company did not maintain effective controls over cash disbursements and payroll transactions at its UK subsidiary. In September 2004, the Company discovered that the former Chief Financial Officer of its UK subsidiary misappropriated funds from the subsidiary and one of its customers. Adjustments related to the reversal of overstated expenses and the recovery of amounts misappropriated was included in the restatement of the Company's consolidated financial statements for the years ended June 30, 2004 and 2003.

*In response to the material weakness above, the Company terminated the employee, undertook a full-scale investigation of the matter, retained a forensic auditing firm and dismissed the accounting firm in the UK that audited the UK subsidiary's financial books and records. In addition the Company hired a new Financial Controller and stringent internal control procedures were created and implemented for the Company's purchasing, accounts payable, check signing, payroll, petty cash and financial reporting policies. Management believes that these procedures, implemented upon the discovery of the misappropriation of funds, will allow the Company to reestablish internal control over financial reporting.*

During the Company's quarter ended September 30, 2004, there was no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) or 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II**

**ITEM 1. LEGAL PROCEEDINGS**

K-tel International, Inc. vs. Tristar Products, Inc.

On March 14, 2000, K-tel and its subsidiary in Germany commenced an action for breach of express and implied warranties against Tristar Products, Inc. This action arose out of Tristar's sale to K-tel of a defective home exercise product called the BunBlaster for resale in Germany, Austria and Switzerland. By written contract, Tristar agreed to indemnify K-tel for injuries and damages arising out of the resale of those goods.

On April 30, 2001, Tristar also asserted a patent and trademark/ trade-dress counterclaim against K-tel for allegedly passing off a product called the K-tel Hook and Hang while allegedly a distributor of the original patented Tristar Hook and Hang product. The Company denies the allegation because it never was a distributor of this or any similar product.

Subsequently, on December 30, 2004, a Mutual General Release and Settlement Agreement was signed by K-tel and Tristar, whereby both companies agreed to mutual releases and Tristar agreed to pay K-tel \$350,000. The payment of \$350,000 was received February 18, 2005.

Other Litigation and Disputes

K-tel and its subsidiaries are also involved in other legal proceedings in the ordinary course of their business. With all litigation matters, management considers the likelihood of loss based on the facts and circumstances. If management determines that a loss is probable and the amount of loss can be reasonably estimated, such amount is recorded as a liability. Although the outcome of any such legal proceedings cannot be predicted, in the opinion of management there is currently no legal proceeding pending or asserted against or involving K-tel for which the outcome is likely to have a material adverse effect upon the consolidated financial position or results of operations of K-tel.

Subsidiary's Liquidation

In November 2000, the Company's consumer products subsidiary in the United Kingdom, K-tel Marketing Ltd., ceased operations and began voluntary liquidation proceedings. At the initial meeting of the creditors on November 24, 2000, the creditors voted for the liquidation to become a creditors' liquidation under English law. The Company has not been informed by the liquidators or their counsel of any plan to attempt to hold it or any of its subsidiaries liable for any of the commitments of K-tel Marketing Ltd. Management believes the Company will have no ongoing material liability related to K-tel Marketing Ltd. as a result of the liquidation proceeding. As the only secured creditor, the Company received distributions of approximately \$138,000 on March 1, 2004 and \$76,000 on May 14, 2004.

*In addition to the \$214,000 from the liquidation of K-tel Marketing LTD., the Company also received approximately \$333,000 in fiscal 2004 from the sale of assets and account receivable collections related to the March 2001 bankruptcy of K-tel International, (USA), Inc.*

**ITEM 6. EXHIBITS**

See Index to Exhibits.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

K-TEL INTERNATIONAL, INC.  
REGISTRANT

Dated: September 18, 2006

/S/ PHILIP KIVES  
PHILIP KIVES  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Dated: September 18, 2006

/s/ LARRY DUNMALL  
LARRY DUNMALL  
CHIEF FINANCIAL OFFICER

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**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a).
31.2	Certification by Principal Financial Officer pursuant to Rule 13a-14(a).
32.1	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sabanes-Oxley Act of 2002.
32.2	Certification by Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sabanes-Oxley Act of 2002.

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