SINGING MACHINE CO INC
Form 10-Q/A
March 19, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q/A

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

For the quarterly period ended June 30, 2002

0 - 24968
Commission File Number

THE SINGING MACHINE COMPANY, INC.
(Exact Name of Small Business Issuer as Specified in its Charter)

Delaware	95-3795478
(State of Incorporation)	(IRS Employer I.D. No.)

6601 Lyons Road, Building A-7, Coconut Creek, FL 33073
(Address of principal executive offices)

(954) 596-1000
(Issuer's telephone number, including area code)

Check whether the Issuer: (1) filed all reports required to be filed by section 13 or 15(d) of the Exchange Act during the past 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 x No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes x No

APPLICABLE ONLY TO CORPORATE ISSUERS

There were 8,089,027 shares of Common Stock, $.01 par value, issued and outstanding at June 30, 2002.

THE SINGING MACHINE COMPANY, INC. AND SUBSIDIARY

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A filed by The Singing Machine Company, Inc. (the "Company") amends the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2002.

Subsequent to the filing of such Quarterly Report, Management made the decision to restate our quarterly financial statements for the quarter ended June 30, 2002 to include a provision for income tax expense relating to International SMC (HK) Limited, our Hong Kong subsidiary. In the Form 10-Q that we previously filed for this quarter, we do not include a provision for this income tax, because we believed that International SMC `s offshore tax exemption would be approved.

In April 2001, International SMC applied for an offshore tax exemption, based on the locality of profits of the Hong Kong subsidiary. Management believed that the exemption would be approved because the source of all profits of the Hong Kong subsidiary is from exporting to customers outside of Hong Kong. Accordingly, no provision for income taxes was provided in quarterly report for the quarter ended June 30, 2002. Management is continuing its exemption application process. However, due to the extended period of time that the application has been outstanding, as well as management's reassessment of the probability that the application will be approved, management determined to restate the fiscal year 2002 and 2001 consolidated financial statements and certain related quarterly financial statements for fiscal 2002 and 2003 to provide for such taxes.

With regard to United States taxation of foreign income, the Company had originally taken the position that the foreign income of the Hong Kong subsidiary qualified for a deferral under the Internal Revenue Code allowing for such income to be indefinitely deferred and not taxed in the United States until such income is repatriated. Full disclosure of the amount and nature of the indefinite deferral for fiscal year 2002 was reflected in the income tax footnote of the consolidated financial statements for that year. The Internal Revenue Code, regulations and case law regarding international income taxation is quite complex and subject to interpretation. Each case is determined based on the individual facts and circumstances. Due to certain inter-company loans made in 2002 and 2003, the profits previously considered to be indefinitely deferred became partially taxable as "deemed dividends" under section 956 of the Internal Revenue Code. Although certain arguments against the imposition of a "deemed dividend" may be asserted, management has determined to restate the fiscal year 2002 consolidated financial statements based on its reassessment of its original position. The effect of such restatement is to increase income tax expense by $1,011,628 in fiscal year 2003, which includes the utilization of the foreign tax credits referred to above.

The net effect of the above two adjustments is to increase net income by $118,334 for the quarter ended June 30, 2002, due to a loss in the Hong Kong subsidiary and no change for the "deemed dividend" tax. The net effect on net income per share is to increase net income per share basic and diluted by $0.01 and $0.01, respectively for the quarter ended June 30, 2002.

THE SINGING MACHINE COMPANY, INC. AND SUBSIDIARY

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THE SINGING MACHINE COMPANY, INC. AND SUBSIDIARY
PART I - FINANCIAL INFORMATION

ITEM I. FINANCIAL STATEMENTS

THE SINGING MACHINE COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

	JUNE 30, 2002	MARCH 31, 2002
	(unaudited) (RESTATED)	(RESTATED)
ASSETS		
CURRENT ASSETS		
Cash	$ 1,465,174	$ 5,520,147
Accounts receivable, net	2,612,215	3,536,903

Due from manufacturer	740,207	488,298
Inventories	12,941,333	9,274,352
Prepaid expenses and other current assets	878,298	982,697
Fixed deposits	1,514,283	513,684
TOTAL CURRENT ASSETS	20,151,510	20,316,081
PROPERTY AND EQUIPMENT, NET	1,065,751	574,657
OTHER ASSETS		
Security deposits	152,540	135,624
Reorganization intangible, net	185,416	185,416
Deferred tax asset	191,418	191,418
TOTAL OTHER ASSETS	529,374	512,458
TOTAL ASSETS	$21,746,635	$21,403,196
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 4,259,780	$ 1,846,238
Accrued expenses	446,796	1,289,597
Income tax payable	1,923,594	2,041,928
TOTAL CURRENT LIABILITIES	6,630,170	5,177,763
STOCKHOLDERS' EQUITY		
Preferred stock, $1.00 par value, 1,000,000 shares authorized, no shares issues and outstanding	--	--
Common stock, Class A, $0.01 par value, 100,000 shares authorized, no shares issued and outstanding	--	--
Common stock, $0.01 par value, 18,900,000 shares authorized, 8,089,027 and 8,020,027 shares issued and outstanding	80,890	80,200
Additional paid-in capital	4,683,923	4,602,828
Retained earnings	10,351,652	11,542,405
TOTAL STOCKHOLDERS' EQUITY	15,116,465	16,225,433
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$21,746,635	$21,403,196

See accompanying notes to consolidated financial statements

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THE SINGING MACHINE COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30, 2002 (restated)	2001 (restated)
NET SALES	$ 4,151,983	$ 5,523,734
COST OF SALES	3,091,513	3,662,646
GROSS PROFIT	1,060,470	1,861,088
OPERATING EXPENSES		
Compensation	770,898	459,612
Commissions	110,668	147,784
Advertising	165,765	228,904
Royalty expense	67,830	124,241
Selling, general, & administrative expenses	1,278,352	941,455
TOTAL OPERATING EXPENSES	2,393,513	1,901,996
INCOME FROM OPERATIONS	(1,333,043)	(40,908)
OTHER INCOME (EXPENSES)		
Other Income	13,901	15,732
Interest Expense	(1,549)	(3,692)
Interest Income	11,604	2,475
NET OTHER EXPENSES	23,956	14,515
INCOME BEFORE INCOME TAXES	(1,309,087)	(26,393)
INCOME TAX BENEFIT (EXPENSE)	118,334	(88,631)
NET INCOME	$(1,190,753)	$ (115,024)
EARNINGS PER SHARE:		
Basic	$ (0.15)	$ (0.03)
Diluted	$ (0.15)	$ (0.03)
WEIGHTED AVERAGE COMMON AND COMMON EQUIVALENT SHARES OUTSTANDING:		
Basic	8,061,277	6,587,952
Diluted	8,061,277	6,587,952

See accompanying notes to financial statements

THE SINGING MACHINE COMPANY, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended June 30, 2002	2001
	(restated)	(restated)
CASH FLOW FROM OPERATING ACTIVITIES:		
Net Income	$(1,190,753)	$ (-115,024)
Adjustments to reconcile net income to net cash provided by (used in) operating activities		
Depreciation and amortization	121,047	32,568
Stock based expenses	--	171,472
Bad debt	--	--
Deferred tax benefit	--	22,908
Changes in assets and liabilities:		
(Increase) decrease in:		
Accounts receivable	924,688	(3,954,868)
Due from manufacturer	(251,909)	699,096
Inventories	(3,666,981)	(208,432)
Prepaid expenses and other assets	87,483	(170,089)
Increase (decrease) in:		
Accounts payable	2,413,542	482,169
Due to manufacturer	1,073,488	
Accrued expenses	(784,259)	(227,633)
Income taxes payable	(176,876)	65,311
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(2,524,018)	(2,129,034)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(612,141)	(30,416)
Deposit for credit line	(650)	(254,362)
Proceeds from investment in factor	--	933,205
Proceeds from repayment of officer loans	--	117,425
Investment in and advances to unconsolidated subsidiary	--	(9,217)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(612,791)	756,635
CASH FLOW FROM FINANCING ACTIVITIES		
Loan proceeds	--	362,955
Loan repayments	--	(27,848)
Proceeds from exercise of stock options and warrants	81,785	64,452
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	81,785	399,559
INCREASE IN CASH AND CASH EQUIVALENTS	(3,055,024)	(972,840)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	5,520,147	1,016,221

CASH AND CASH EQUIVALENTS - END OF YEAR	$ 1,465,174	$ 43,381
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$ 1,549	$ 3,692
Cash paid during the year for income taxes	$ 58,542	$ 23,320

See accompanying notes to consolidated financial statements

THE SINGING MACHINE COMPANY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2001

(Unaudited)

RESTATEMENT OF FINANCIAL STATEMENTS

Subsequent to the filing of such Quarterly Report, Management made the decision to restate our quarterly financial statements for the quarter ended June 30, 2002 to include a provision for income tax expense relating to International SMC (HK) Limited, our Hong Kong subsidiary. In the Form 10-Q that we previously filed for this quarter, we do not include a provision for this income tax, because we believed that International SMC `s offshore tax exemption would be approved.

In April 2001, International SMC applied for an offshore tax exemption, based on the locality of profits of the Hong Kong subsidiary. Management believed that the exemption would be approved because the source of all profits of the Hong Kong subsidiary is from exporting to customers outside of Hong Kong. Accordingly, no provision for income taxes was provided in quarterly report for the quarter ended June 30, 2002. Management is continuing its exemption application process. However, due to the extended period of time that the application has been outstanding, as well as management's reassessment of the probability that the application will be approved, management determined to restate the fiscal year 2002 and 2001 consolidated financial statements and certain related quarterly financial statements for fiscal 2002 and 2003 to provide for such taxes.

With regard to United States taxation of foreign income, the Company had originally taken the position that the foreign income of the Hong Kong subsidiary qualified for a deferral under the Internal Revenue Code allowing for such income to be indefinitely deferred and not taxed in the United States until such income is repatriated. Full disclosure of the amount and nature of the indefinite deferral for fiscal year 2002 was reflected in the income tax footnote of the consolidated financial statements for that year. The Internal Revenue Code, regulations and case law regarding international income taxation is quite complex and subject to interpretation. Each case is determined based on the individual facts and circumstances. Due to certain inter-company loans made in 2002 and 2003, the profits previously considered to be indefinitely deferred became partially taxable as "deemed dividends" under section 956 of the Internal Revenue Code. Although certain arguments against the imposition of a "deemed dividend" may be asserted, management has determined to restate the fiscal year 2003 consolidated financial statements based on its reassessment of its original position. The effect of such restatement is to increase income tax expense by $1,011,628 in fiscal year 2003, which includes the utilization of the foreign tax credits referred to above.

The net effect of the above two adjustments is to increase net income by $118,334 for the quarter ended June 30, 2002, due to a loss in the Hong Kong subsidiary and no change for the "deemed dividend" tax. The net effect on net income per share is to increase net income per share basic and diluted by $0.01 and $0.01, respectively for the quarter ended June 30, 2002.

NOTE 1 - BASIS OF PRESENTATION

The accompanying consolidated financial statements of the Company have been prepared in accordance with the instructions to Form 10-Q and, therefore, omit or condense certain footnotes and other information normally included in financial statements prepared in accordance with generally accepted accounting principles. It is suggested that these consolidated condensed financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto included in the Company's audited financial statements on the Company's Annual Report on Form 10-KSB for the fiscal year ended March 31, 2002.

The accounting policies followed for interim financial reporting are the same as those disclosed in Note 1 of the Notes to Financial Statements included in the Company's audited consolidated financial statements for the fiscal year ended March 31, 2002, which are included in Form 10- KSB.

The Financial Accounting Standards Board has recently issued several new accounting pronouncements which may apply to the Company.

The following statements have been adopted by the Company.

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Statement No. 141 "Business Combinations" establishes revised standards for accounting for business combinations. Specifically, the statement eliminates the pooling method, provides new guidance for recognizing intangible assets arising in a business combination, and calls for disclosure of considerably more information about a business combination. This statement is effective for business combinations initiated on or after July 1, 2001. The adoption of this pronouncement on July 1, 2001 did not have a material effect on the Company's financial position, results of operations or liquidity.

Statement No. 142 "Goodwill and Other Intangible Assets" provides new guidance concerning the accounting for the acquisition of intangibles, except those acquired in a business combination, which is subject to SFAS 141, and the manner in which intangibles and goodwill should be accounted for subsequent to their initial recognition. Generally, intangible assets with indefinite lives, and goodwill, are no longer amortized; they are carried at lower of cost or market and subject to annual impairment evaluation, or interim impairment evaluation if an interim triggering event occurs, using a new fair market value method. Intangible assets with finite lives are amortized over those lives, with no stipulated maximum, and an impairment test is performed only when a triggering event occurs. This statement is effective for all fiscal years beginning after December 15, 2001. The Company adopted SFAS 142 on April 1, 2002 liquidity.and accordingly has stopped amortizing the reorganization intangible, which has a net balance of $185,412 at March 31, 2002.

Statement No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets" supercedes Statement No. 121 "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of" ("SFAS 121"). Though it retains the basic requirements of SFAS 121 regarding when and how to

measure an impairment loss, SFAS 144 provides additional implementation guidance. SFAS 144 excludes goodwill and intangibles not being amortized among other exclusions. SFAS 144 also supercedes the provisions of APB 30, "Reporting the Results of Operations," pertaining to discontinued operations. Separate reporting of a discontinued operation is still required, but SFAS 144 expands the presentation to include a component of an entity, rather than strictly a business segment as defined in SFAS 131, Disclosures about Segments of an Enterprise and Related Information. SFAS 144 also eliminates the current exemption to consolidation when control over a subsidiary is likely to be temporary. This statement is effective for all fiscal years beginning after December 15, 2001. The implementation of SFAS 144 on April 1, 2002 did not have a material effect on the Company's financial position, results of operations or liquidity.

Statement No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections," updates, clarifies, and simplifies existing accounting pronouncements. Statement No. 145 rescinds Statement 4, which required all gains and losses from extinguishment of debt to be aggregated and, if material, classified as an extraordinary item, net of related income tax effect. As a result, the criteria in Opinion 30 will now be used to classify those gains and losses. Statement 64 amended Statement 4, and is no longer necessary because Statement 4 has been rescinded. Statement 44 was issued to establish accounting requirements for the effects of transition to the provisions of the motor Carrier Act of 1980. Because the transaction has been completed, Statement 44 is no longer necessary. Statement 145 amends Statement 13 to require that certain lease modifications that have economic effects similar to sale-leaseback transactions be accounted for in the same manner as sale-leaseback transactions. This amendment is consistent with FASB's goal requiring similar accounting treatment for transactions that have similar economic effects. The adoption of SFAS No. 145 did not have a material impact on the Company's consolidated financial statements.

The following statements will be adopted by the Company as they become effective.

Statement No. 143, "Accounting for Asset Retirement Obligations," requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred. When the liability is initially recorded, the entity capitalizes a cost by increasing the carrying amount of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. The standard is effective for fiscal years beginning after June 15, 2002. The adoption of SFAS No. 143 is not expected to have a material impact on the Company's financial statements.

Certain amounts in the June 30, 2001 interim consolidated financial statements have been reclassified to conform to the June 30, 2002 presentation.

In the opinion of management, all adjustments which are of a normal recurring nature and considered necessary to present fairly the financial positions, results of operations, and cash flows for all periods presented have been made.

The results of operations for the three month period ended June 30, 2002 are not necessarily indicative of the results that may be expected for the entire fiscal year ending March 31, 2003.

The accompanying consolidated condensed financial statements include the accounts of the Company and its wholly-owned subsidiary. All significant inter-company balances and transactions have been eliminated. Assets and liabilities of the foreign subsidiary are translated at the rate of exchange in

effect at the balance sheet date; income and expenses are translated at the average rates of exchange prevailing during the year. The related translation adjustment is not material.

NOTE 2 - DEPOSIT FOR LETTER OF CREDIT FACILITY

The Company, through its Hong Kong subsidiary, maintains letter of credit facilities with two major international banks. The Company's subsidiary is required to maintain separate deposit accounts at these banks in the amount of $1,514,283. This amount is included in deposits at June 30, 2002.

NOTE 3 - EQUITY

Stock options and warrants were exercised during the first quarter of fiscal year 2003. 69,000 shares of common stock were issued with proceeds to the Company of $81,785.

NOTE 4 - COMMITMENTS

On April 15, 2002, the Company entered into a three-year employment agreement with a new Executive Vice President of Sales and Marketing. The agreement stipulates a salary and bonuses and a 50% of annual pay severance clause. The agreement grants 50,000 options to the employee. The employee may elect to return the first year options to the Company for $100,000. As of the date of the accompanying audit report, the options have not been issued.

In June 2002, the Board of Directors approved the terms of a consulting agreement effective on February 28, 2003 with the current CEO when he retires on that day. The CEO will receive $250,000 per year and will also receive an appreciation bonus of $200,000 on February 28, 2003.

In May and June 2002, the Company's subsidiary entered into new office leases in Hong Kong, each for 36 months at an aggregate $13,364 per month.

Effective May 1, 2002, the Company signed a 5-year warehouse lease in California for $33,970 per month. The Company also subleased out its space in the other California warehouse for rent income of $12,393 per month through January 31, 2004.

Effective June 1, 2002, the Company signed an additional 27-month lease to expand its corporate headquarters. The additional rent is $1,987 per month.

NOTE 5 - CONCENTRATIONS

The Company derives primarily all of its revenues from retailers of products in the United States. Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of accounts receivable. The Company's allowance for doubtful accounts is based upon management's estimates and historical experience and reflects the fact that accounts receivable are concentrated with several large customers whose credit worthiness have been evaluated be management. At June 30, 2002, 52.4% of accounts receivable were due from four U.S. customers and two foreign customers. Accounts receivable from two customers that individually owed over 10% of accounts receivable at June 30, 2002 was 16% and 10%. The Company performs ongoing credit evaluations of its customers and generally does not require collateral.

Revenues derived from five customers for the quarters ended June 30, 2002 and 2001 were 78% and 97% of revenues, respectively. Revenues derived from two customers in the first quarter ended June 30, 2002 and 2001, respectively, which

individually purchased greater than 10% of the Company's total revenues, were 39% and 17% in 2002 and 90% and 48% in 2001.

In the fourth quarter of fiscal 2002, a major customer that provided 37% of the Company's revenue in 2002 converted its purchase method to a consignee basis. The Company recorded approximately $2,875,000 of sales returns and reversal of related cost of sales of $2,112,000 in the fourth quarter of fiscal 2002 and the customer retained the inventory on a consignment basis.

The Company is dependent upon foreign companies for manufacture of all of its electronic products. The Company's arrangements with manufacturers are subject to the risk of doing business abroad, such as import duties, trade restrictions, work stoppages, foreign currency fluctuations, political instability, and other factors, which could have an adverse impact on its business. The Company believes that the loss of any one or more of their suppliers would not have a long-term material adverse effect because other manufacturers with whom the Company does business would be able to increase production to fulfill their requirements. However, the loss of certain suppliers in the short-term could adversely affect business until alternative supply arrangements are secured.

During fiscal 2002 and 2001, manufacturers in the People's Republic of China (China) accounted for in excess of 95% and 94%, respectively of the Company's total product purchases, including virtually all of the Company's hardware purchases. The Company expects purchasing for 2003 to fall within the above range as well.

Purchases of products derived from three factories based in China during fiscal 2002 were 51%, 39%, and 5% and from two manufacturers based in China during fiscal 2001 were 80% and 14%, respectively. For the first quarter ended June 30, 2002, purchases of product were derived from five factories based in China.

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The Company finances its sales primarily through a loan facility with one lender. Although management believes there are other sources available, a loss of the current credit facility could be in the short term, adversely affect operations until an alternate lending arrangement is secured.

Net sales derived from the Company's Hong Kong based subsidiary aggregated approximately $1,675,766 for the quarter ended June 30, 2002 and $4,124,242 for the same period in 2001. The carrying value of net assets held by the Company's Hong Kong based subsidiary was approximately $1,287,860 at June 30, 2002.

NOTE 6 - EARNINGS PER SHARE

Basic net income (loss) per common share (Basic EPS) excludes dilution and is computed by dividing net income (loss) available to common stockholder by the weighted-average number of common shares outstanding for the period. Diluted net income per share (Diluted EPS) reflects the potential dilution that could occur if stock options or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. At June 30, 2002 there were 995,475 common stock equivalents outstanding which may dilute future earnings per share.

NOTE 7 - SEGMENTS

The Company operates in one segment and maintains its records accordingly. Sales by customer geographic region were as follows:

June 30,

	2002	2001
United States	$3,494,039	$5,523,734
Asia	--	--
Australia	18,135	--
Canada	19,921	--
Central America	183,144	--
Europe	429,496	--
South America	7,248	--
	$4,151,983	$5,523,734

NOTE 8 - SUBSEQUENT EVENTS

In July 2002, 33,750 common shares were issued upon exercise of options for gross proceeds of $2.04 per share or $68,850.

The Company entered into an agreement with a retail customer whereby they guaranteed the customer a minimum gross margin of $3,573,000 from the sale of the Company's products during the period from September 1, 2002 through January 15, 2003. Under the agreement, the Company will reimburse the customer for the difference between the customer's gross margin on sales and the minimum guarantee. The Company would have a total exposure of $3,537,000, in the event that there were no sales of the Company's products made by the retail customer during this period.

In August 2002, the Company amended its Loan and Security Agreement (the "Agreement") with a commercial lender (the "Lender").

The Lender will advance up to 70% of the Company's eligible accounts receivable, plus up to 40% of the eligible inventory, plus up to 40% of the commercial letters of credit opened for the purchase of eligible inventory, less reserves of up to $1,200,000 as defined in the agreement.

The outstanding loan limit varies between zero and $25,000,000 depending on the time of year, as stipulated in the Agreement. The Lender also provides the Company the ability to issue commercial letters of credit up to $2,500,000, which shall reduce the loan limits above. The loans bear interest at the commercial lender's prime rate plus 0.5% and an annual fee equal to 1% of the maximum loan amount or $250,000 is payable. The term of the loan facility expires on April 26, 2004 and is automatically renewable for one-year terms. All amounts under the loan facility are due within 90 days of demand. The loans are secured by a first lien on all present and future assets of the Company except for certain tooling located at a vendor in China.

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The Agreement contains a financial covenant stipulating a minimum tangible net worth of $16,000,000 as of June 30, 2002 with escalations as defined in the Agreement. There was no balance outstanding at June 30, 2002.

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

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A filed by The Singing Machine Company, Inc. (the "Company") amends the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2002.

Subsequent to the filing of such Quarterly Report, Management made the decision to restate our quarterly financial statements for the quarter ended June 30, 2002 to include a provision for income tax expense relating to International SMC (HK) Limited, our Hong Kong subsidiary. In the Form 10-Q that we previously filed for this quarter, we do not include a provision for this income tax, because we believed that International SMC `s offshore tax exemption would be approved.

In April 2001, International SMC applied for an offshore tax exemption, based on the locality of profits of the Hong Kong subsidiary. Management believed that the exemption would be approved because the source of all profits of the Hong Kong subsidiary is from exporting to customers outside of Hong Kong. Accordingly, no provision for income taxes was provided in quarterly report for the quarter ended June 30, 2002. Management is continuing its exemption application process. However, due to the extended period of time that the application has been outstanding, as well as management's reassessment of the probability that the application will be approved, management determined to restate the fiscal year 2002 and 2001 consolidated financial statements and certain related quarterly financial statements for fiscal 2002 and 2003 to provide for such taxes.

With regard to United States taxation of foreign income, the Company had originally taken the position that the foreign income of the Hong Kong subsidiary qualified for a deferral under the Internal Revenue Code allowing for such income to be indefinitely deferred and not taxed in the United States until

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such income is repatriated. Full disclosure of the amount and nature of the indefinite deferral for fiscal year 2002 was reflected in the income tax footnote of the consolidated financial statements for that year. The Internal Revenue Code, regulations and case law regarding international income taxation is quite complex and subject to interpretation. Each case is determined based on the individual facts and circumstances. Due to certain inter-company loans made in 2002 and 2003, the profits previously considered to be indefinitely deferred became partially taxable as "deemed dividends" under section 956 of the Internal Revenue Code. Although certain arguments against the imposition of a "deemed dividend" may be asserted, management has determined to restate the fiscal year 2002 consolidated financial statements based on its reassessment of its original position. The effect of such restatement is to increase income tax expense by $1,011,628 in fiscal year 2003, which includes the utilization of the foreign tax credits referred to above.

The net effect of the above two adjustments is to increase net income by $118,334 for the quarter ended June 30, 2002, due to a loss in the Hong Kong subsidiary and no change for the "deemed dividend" tax. The net effect on net income per share is to increase net income per share basic and diluted by $0.01 and $0.01, respectively for the quarter ended June 30, 2002.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Quarterly Report on Form 10- Q, including without limitation, statements containing the words believes, anticipates, estimates, expects, and words of similar import, constitute forward-looking statements. You should not place undue reliance on these forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us described below and elsewhere in this Quarterly Report, and in other documents we file with the Securities and Exchange Commission.

Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's opinions only as of the date hereof. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements.

GENERAL

The Singing Machine Company, Inc. and its wholly owned subsidiary, International (SMC) HK, Ltd.(the "Company", "we" or "us") engages in the production, distribution, marketing and sale of consumer karaoke audio equipment, accessories and music. Our electronic karaoke machines and audio software products are marketed under The Singing Machine(R) trademark.

Our products are sold throughout the United States, primarily through department stores, lifestyle merchants, mass merchandisers, direct mail catalogs and showrooms, music and record stores, national chains, specialty stores and warehouse clubs.

Our karaoke machines and karaoke software are currently sold in such retail outlets as Best Buy, Toys R Us, Target and J.C. Penney.

We had a net loss before estimated income tax of $1,309,087 for the three month period ended June 30, 2002. Our working capital as of June 30, 2002, was approximately $15,386,392.

RESULTS OF OPERATIONS

REVENUES

Revenues for the three months ended June 30, 2002 were $4,151,983, compared to revenues of $5,523,734 for the three months ended June 30, 2001. One of our major customers, Toys R Us, changed the timing of their initial orders of product for the year from June of 2002 to August of 2002. This change caused a shift in income from the first to the second quarter of fiscal 2003. For the three months ended June 30, 2002 sales to Toys R Us were approximately $827,000. Comparatively, for the same period in fiscal 2002 we had sales to Toys R Us in the amount of approximately $3,667,000.

GROSS PROFIT

Gross profit for the three-month period ended June 30, 2002 was $1,060,470 or 25.5% of sales compared with $1,860,088 or 33.7% of sales for the first quarter of the prior year. Due to the concept change of music packaging, the Company delayed the launch of our music line until August of 2002. This delay decreased our gross profit, as music sales historically maintain a higher gross profit than machine sales.

OPERATING EXPENSES

Operating expenses were $2,381,897 or 57.4% of total revenues, in the first quarter, up from $1,909,996 or 34.4% of total revenues, in the first quarter of the prior year. The primary factors that contributed to the increase in

operating expenses are:

(i) the increase in depreciation in the amount of $65,937 due to the addition of molds for new product additions for fiscal year 2003,

(ii) compensation expense in the amount of $311,286 due to the addition of key personnel both here and at our Hong Kong subsidiary,

(iii) expansion of the California warehouse and its associated expenses in the amount of $80,000, (iv) expansion of the Hong Kong subsidiary and its related expenses in the amount of $104,334.

DEPRECIATION AND AMORTIZATION EXPENSES

The Company's depreciation and amortization expenses were $121,115047 or 2.7 % of total revenues in the first quarter, up from $41,73732,568 or .7% in the first quarter of the prior year. The increase in depreciation and amortization expenses can be attributed to the Company's acquisition of new molds and tooling for our expanded product line.

OTHER INCOME AND EXPENSES

Other income was $, for the first quarter of fiscal 2002 compared with net income of $14,515 for the first quarter of the prior year. generate income from royalty payments received in Hong Kong for the use of Company owned molds by other parties LaSalle National Bank.
Other income was $12,340 for the first quarter of fiscal 2002 compared with other income of $14,515 for the first quarter of the prior year. The Company has begun to generate positive income from these miscellaneous items because it has had a decrease in factoring fees and interest expense. The Company no longer has to pay factoring fees because it terminated its factoring agreement in the first quarter of 2002, when it entered into its credit facility with LaSalle National Bank. Furthermore, the Company's interest expense is much lower than the prior year as our credit line was at a zero balance for the entire first quarter of fiscal 2003. The Company has also begun to generate income from royalty payments received in Hong Kong for the use of Company owned molds by other parties.

INCOME BEFORE INCOME TAX EXPENSE

The Company's net loss before income taxes was ($1,309,087) for the first quarter compared with ($26,393) for the first quarter of the previous year. This decrease in profit is due primarily to the decrease in sales and increased salaries expense as discussed in the sections above.

INCOME TAX EXPENSE

The Company files separate tax returns for the parent and for the Hong Kong Subsidiary.

During the first quarter of fiscal 2003, the Company showed a loss in both the U.S. parent company and International SMC (HK) Ltd., its wholly-owned Hong Kong subsidiary. As a result of this, the accrual for income tax benefit included an estimate for tax benefit at the Hong Kong subsidiary.

In April 2001, International SMC applied for an offshore tax exemption, based on the locality of profits of the Hong Kong subsidiary. Management believed that the exemption would be approved because the source of all profits of the Hong Kong subsidiary is from exporting to customers outside of Hong Kong. Accordingly, no provision for income taxes was provided in quarterly report for the quarter ended June 30, 2002. Management is continuing its exemption application process. However, due to the extended period of time that the application has been outstanding, as well as management's reassessment of the probability that the application will be approved, management determined to restate the fiscal year 2003, 2002 and 2001 consolidated financial statements and related quarterly financial statements to provide for such taxes.

With regard to United States taxation of foreign income, the Company had originally taken the position that the foreign income of the Hong Kong subsidiary qualified for a deferral under the Internal Revenue Code allowing for such income to be indefinitely deferred and not taxed in the United States until such income is repatriated. Full disclosure of the amount and nature of the indefinite deferral for fiscal year 2002 was reflected in the income tax footnote of the consolidated financial statements for that year. The Internal Revenue Code, regulations and case law regarding international income taxation is quite complex and subject to interpretation. Each case is determined based on the individual facts and circumstances. Due to certain inter-company loans made in 2002 and 2003, the profits previously considered to be indefinitely deferred became partially taxable as "deemed dividends" under section 956 of the Internal Revenue Code. Although certain arguments against the imposition of a "deemed dividend" may be asserted, management has determined to restate the fiscal year

2002 consolidated financial statements based on its reassessment of its original position. The effect of such restatement is a tax benefit of $118,334 for the first quarter of fiscal 2003.

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2002, the Company had cash on hand of $1,465,174 compared to $5,520,147 at March 31, 2001. The decrease cash is a direct result of purchasing inventory earlier in the year as described below. At June 30, 2002, the Company had current assets of $20,151,510 and total assets of $22,007,890 compared to current assets of $20,316,081 and total assets of $21,664,451 at March 31, 2002. This decrease in current assets is the result of a reclassification of security deposits to other assets. The increase in total assets is primarily due to the increase in inventories. We increased our inventory levels as of June 30, 2002, in anticipation of the potential strike by longshoremen and other dockworkers on the California seaboard and to prepare for orders received for shipment in the 2nd quarter of fiscal 2003.

Current liabilities increased to $4,765,118 as of June 30, 2002, compared to $3,194,377 at March 31, 2002. This increase in current liabilities is primarily due to the accrual of accounts payable for inventory purchases. At June 30, 2002, the balance of the credit facility with LaSalle Business Credit was zero.

The Company's stockholders' equity decreased to $17,242,772 as of June 30, 2002 from $18,470,074 as of March 31, 2002, due to the net loss for the quarter.

Cash flows used in operating activities were $2,524,018 during the fiscal quarter ended June 30, 2002. Cash flows were used in operating activities primarily due to the loss for the quarter of $1,309,087, increase in inventory in the amount of $3,666,981 and due from manufacturer in the amount of $251,909. Other uses were due to the decrease in accrued expenses in the amount of $784,259 and income taxes payable in the amount of $58,542. Cash flows were provided by operating activities primarily due to an increase in accounts payable in the amount of $2,413,542 and a decrease in accounts receivable in the amount of $924,688, and prepaid expenses in the amount of $87,483. These decreases are a result of the increased inventory purchases and low sales volume for the fiscal quarter.

Cash used in investing activities during the fiscal quarter ended June 30, 2002 was $1,612,740. Cash used in investing activities resulted primarily from the payment of fixed deposits for letter of credit facilities in the amount of $1,000,599 and the purchase of fixed assets of $612,141. The purchase of fixed assets consists primarily of the tooling and molds required for production of new machines for this fiscal year. Tooling and molds are depreciated over three years.

Cash flows provided by financing activities were $81,785 during the period ended June 30, 2002. This consisted of proceeds from the exercise of warrants and options. As the credit line at LaSalle National Bank was zero for the entire quarter, there were no loan proceeds or repayments.

The Company expects that its capital needs will increase during fiscal 2003. Our capital needs stem primarily from our need to purchase sufficient levels of inventory for the Christmas season. Our principal sources of capital in the next twelve months include our operating cash flows, borrowings under our credit facility with LaSalle and advances made under three letters of credit issued to our factories. Our credit facility with LaSalle has been amended to provide us with up to $25 million in financing depending upon the time of the year. We believe this will help us to meet our capital needs for fiscal 2003.

We entered into a credit facility with LaSalle in April 2001. This facility was amended in August of 2002. Under this credit facility, LaSalle will advance up to 70% of the Company's eligible accounts receivable, plus up to 40%

of eligible inventory, plus up to 40% of commercial letters of credit issued by LaSalle minus reserves as set forth in the loan documents. The credit facility is subject to loan limits from zero to $25,000,000 depending on the time of the year, as stipulated in the loan documents. Advances made under the credit facility bear interest at LaSalle's prime rate plus .5%. There is also an annual fee of 1% of the loan maximum, or $250,000. The credit facility expires on April 26, 2004 and is automatically renewable for one-year terms thereafter. Under the terms of the credit facility, the Company is required to maintain certain financial ratios and conditions. The loan contains a clean up period every 12 months where the loan amount must go to zero for a period of time. The loan is secured by a first lien on all present and future assets of the Company, except certain tooling located in China.

Our Hong Kong subsidiary, International SMC, maintains a letter of credit facility with the Hong Kong Shanghai Banking Corporation ("HSBC"). The facility requires International SMC to maintain a separate deposit account in the amount of $513,684. This amount is included in deposits at March 31, 2002. During April and May 2002, HSBC agreed to issue International SMC two documentary letters of credit to finance its purchases of karaoke machines from

our factories. One letter of credit provides for advances of up to $200,000 per draw, provided that the total drawings do not exceed $2 million. The other letter of credit is for $1 million. These letters of credit expire on December 21, 2002 and November 30, 2002, respectively and our factories are the beneficiaries. In June 2002, International SMC obtained a $1 million documentary letter of credit from Fortis Bank, formerly known as Belgian Bank, Hong Kong, a subsidiary of Generale Bank, Belgium. This letter of credit expires on December 6, 2002 and one of our factories is the beneficiary.

International SMC also has use of a $500,000 credit facility from Fortis Bank. This facility is a revolving line based upon drawing down a maximum of 15% of the value of export letters of credit held by Fortis Bank. There is no maturity date except that Fortis Bank reserves the right to revise the terms and conditions at the Bank's discretion. The cost of this credit facility is the U.S. Dollar prime rate plus 1.25%. Repayment of principal plus interest shall be made upon negotiation of the export letters of credit, but not later than ninety (90) days after the advance. This credit facility is not currently in use and the terms are being renegotiated.

The Company entered into an agreement with a retail customer whereby they guaranteed the customer a minimum gross margin of $3,573,000 from the sale of the Company's products during the period from September 1, 2002 through January 1, 2003. Under the agreement, the Company will reimburse the customer for the difference between the customer's gross margin on sales and the minimum guarantee. Accordingly, the maximum amount the Company may be committed to pay is $3,537,000. The Company would have a total exposure of $3,537,000, in the event that there were no sales of the Company's products made by the retail customer during this period. The customer has provided the Company with initial sell through statistics on our product. Based on this information, management believes that this agreement will not have a material effect on the Company.

As of June 30, 2002, we do not have any material commitments for capital expenditures, other than (i) our obligation to make certain guaranteed minimum royalty payments in the amount of $450,000 under our licensing agreement with Nickelodeon, (ii) our lease for our warehouse space in California and (iii) our purchases of inventory from certain factories in China. We also have contractual obligations under our real estates leases in Florida, Hong Kong and California. Except for the foregoing, we do not have any present commitment that is likely to result in our liquidity increasing or decreasing in any material way. In addition, except for the Company's need for additional capital to finance inventory purchases, the Company knows of no trend, additional demand, event or uncertainty that will result in, or that is reasonably likely to result in, the Company's liquidity increasing or decreasing in any material way.

SEASONAL AND QUARTERLY RESULTS

Historically, the Company's operations have been seasonal, with the highest net sales occurring in the second and third quarters (reflecting increased orders for equipment and music merchandise during the Christmas selling months) and to a lesser extent the first and fourth quarters of the fiscal year.

The Company's results of operations may also fluctuate from quarter to quarter as a result of the amount and timing of orders placed and shipped to customers, as well as other factors. The fulfillment of orders can therefore significantly affect results of operations on a quarter-to-quarter basis.

INFLATION

Inflation has not had a significant impact on the Company's operations. The Company has historically passed any price increases on to its customers since prices charged by the Company are generally not fixed by long-term

contracts.

CRITICAL ACCOUNTING POLICIES

The U.S. Securities and Exchange Commission defines critical accounting policies as "those that are both most important to the portrayal of a company's financial condition and results, and require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates

about the effect of matters that are inherently uncertain". Preparation of our financial statements involves the application of several such policies. These policies include: estimates of accruals for product returns, the realizability of the deferred tax asset, calculation of our allowance for doubtful accounts and the Hong Kong income tax exemption.

Accrual for product returns. We regularly receive requests from our customers for product returns. Our accrual amount is based on historical experience and is recorded as a reduction of sales and costs of sales and as a liability equal to the resulting gross profit on the estimated returns. At June 30, 2002, the accrual was approximately $94,000.

Realizability of Deferred Tax Asset. We eliminated our valuation allowance on the deferred tax asset since we determined that it is more likely than not that the deferred tax asset will be realized.

Estimate for Doubtful Accounts. We estimate an allowance for doubtful accounts using the specific identification method since a majority of accounts receivable are concentrated with several customers whose credit worthiness is evaluated periodically by us. The allowance was $12,022 at June 30, 2002.

Hong Kong Income Tax Exemption. We estimated that the Hong Kong income tax to be zero based on our assessment of the probability that the application for the Hong Kong income tax exemption would be approved.

In addition to the above policies, several other policies, including policies governing the timing of revenue recognition, are important to the preparation of our financial statements, but do not meet the definition of critical accounting policies because they do not involve subjective or complex judgments.

RISK FACTORS

Set forth below and elsewhere in this Annual Report on Form 10-KSB and in the other documents we file with the SEC are risks and uncertainties that could cause actual results to differ materially from the results contemplated by the forward looking statements contained in this Annual Report.

FACTORS THAT MAY AFFECT FUTURE RESULTS AND MARKET PRICE OF STOCK

WE RELY ON SALES TO A LIMITED NUMBER OF KEY CUSTOMERS WHICH ACCOUNT FOR A LARGE PORTION OF OUR NET SALES

As a percentage of total revenues, our net sales to our five largest customers during the fiscal period ended June 30, 2002 and 2001 were approximately 77.7% and 97% respectively. In the first quarter of fiscal 2003, two major customers accounted for 38.5% and 16.9% of our net sales. In the first quarter of fiscal 2002, two major customers accounted for 90% and 48% of our net sales. Although we have long-established relationships with many of our

customers, we do not have long-term contractual arrangements with any of them. A substantial reduction in or termination of orders from any of our largest customers could adversely affect our business, financial condition and results of operations. In addition, pressure by large customers seeking price reductions, financial incentives, changes in other terms of sale or requesting that we bear the risks and the cost of carrying inventory, such as consignment agreements, could adversely affect our business, financial condition and results of operations. The Company has significantly broadened their base of customers, decreasing the amount of reliance on their largest customers. If one or more of our major customers were to cease doing business with us, significantly reduced the amount of their purchases from us or returned substantial amounts of our products, it could have a material adverse effect on our business, financial condition and results of operations.

OUR LICENSING AGREEMENT WITH MTV IS IMPORTANT TO OUR BUSINESS

We generated $23,354,270, or 37.8% of our net sales, in fiscal 2002 from our sales of MTV licensed merchandise. Management values this license with MTV and desires to continue this licensing relationship. If the MTV license were to be terminated or failed to be renewed, our business, financial condition and results of operations could be adversely affected. However, management believes that our company has developed a strong brand name in the karaoke industry and that it will be able to continue to develop and grow its business, even if the MTV licensing relationship did not exist. The Company and MTV are currently negotiating an extension of this agreement.

INVENTORY MANAGEMENT AND CONSIGNMENT ARRANGEMENT WITH BEST BUY

Because of our reliance on manufacturers in the Far East, our production lead times are relatively long. Therefore, we must commit to production in advance of customers orders. If we fail to forecast customers or consumer demand accurately we may encounter difficulties in filling customer orders or liquidating excess inventories, or may find that customers are canceling orders or returning products. Distribution difficulties may have an adverse effect on our business by increasing the amount of inventory and the cost of storing inventory. During our fourth quarter, Best Buy began taking our goods on a consignment basis. Additionally, changes in retailer inventory management strategies could make inventory management more difficult. Any of these results could have a material adverse effect on our business, financial condition and results of operations.

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OUR INABILITY TO COMPETE AND MAINTAIN OUR NICHE IN THE ENTERTAINMENT INDUSTRY COULD HURT OUR BUSINESS

The business in which we are engaged is highly competitive. Our major competitors for karaoke machines and related products are Grand Prix, JVC, Memorex and Pioneer Corp. We believe that competition for karaoke machines is based primarily on price, product features, reputation, delivery times, and customer support. Our primary competitors for producing karaoke music are Pocket Songs and Sound Choice. We believe that competition for karaoke music is based primarily on popularity of song titles, price, reputation, and delivery times.

We believe that our new product introductions and enhancements of existing products are material factors for our continued growth and profitability. In fiscal 2002, we produced 6 new karaoke machines. However, many of our competitors are substantially larger and have significantly greater financial, marketing and operating resources than we have. No assurance can be given that we will continue to be successful in introducing new products or further enhancing our existing products.

In addition, we must compete with all the other existing forms of entertainment including, but not limited to: motion pictures, video arcade games, home video games, theme parks, nightclubs, television and prerecorded tapes, CD's and video cassettes.

WE ARE SUBJECT TO SEASONALITY, WHICH IS AFFECTED BY VARIOUS ECONOMIC CONDITIONS AND CHANGES RESULTING IN FLUCTUATIONS IN QUARTERLY RESULTS

Sales of consumer electronics and toy products in the retail channel are highly seasonal, causing the substantial majority of our sales to occur during the second quarter ended September 30 and the third quarter ended December 31. Sales in our second and third quarter, combined, accounted for approximately 81% of net sales in fiscal 2002 and 75% of net sales in fiscal 2001.

The seasonal pattern of sales in the retail channel requires significant use of our working capital to manufacture and carry inventory in anticipation of the holiday season, as well as early and accurate forecasting of holiday sales. Failure to predict accurately and respond appropriately to consumer demand on a timely basis to meet seasonal fluctuations, or any disruption of consumer buying habits during their key period, would harm our business and operating results.

Additional factors that can cause our sales and operating results to vary significantly from period to period include, among others, the mix of products, fluctuating market demand, price competition, new product introductions by competitors, fluctuations in foreign currency exchange rates, disruptions in delivery of components, political instability, general economic conditions, and the other considerations described in this section entitled Risk Factors.

WE HAVE SIGNIFICANT FUTURE CAPITAL NEEDS WHICH ARE SUBJECT TO THE UNCERTAINTY OF ADDITIONAL FINANCING

We have amended our credit facility with LaSalle Business Credit to $25 million. In addition, the Company has attained additional financing in Hong Kong. If this amount is not adequate, we may be unable to sustain our rapid growth, which would have a material adverse effect on our business, results of operations, and financial condition.

A DISRUPTION IN THE OPERATION OF OUR WAREHOUSE CENTERS IN CALIFORNIA AND FLORIDA WOULD IMPACT OUR ABILITY TO DELIVERY MERCHANDISE TO OUR STORES, WHICH COULD ADVERSELY IMPACT OUR REVENUES AND HARM OUR BUSINESS AND FINANCIAL RESULTS

A significant amount of our merchandise is shipped to our customers from one of our two warehouses, which are located in Compton, California and Coconut Creek, Florida. Events such as fire or other catastrophic events, any malfunction or disruption of our centralized information systems or shipping problems may result in delays or disruptions in the timely distribution of merchandise to our customers, which could adversely impact our revenues and our business and financial results.

OUR BUSINESS OPERATIONS COULD BE SIGNIFICANTLY DISRUPTED IF THE CALIFORNIA LONGSHOREMEN GO ON STRIKE

During fiscal 2002, approximately 55% of our sales were domestic sales, which were made from our warehouses in California and Florida. From June 2002 to August 10, 2002, longshoremen and other dockworkers represented by the International Longshore and Warehouse Union, have agreed to work without a contract by consecutive 24-hour periods. Since we import a significant amount of karaoke electronic recording equipment from the Far East to California, a strike

of these workers would have a material adverse effect on our business, results of operations and financial condition. The Company has been purchasing and receiving a significant amount of inventory so that in the event that the strike occurs, we will have lessened any resulting loss of profit. However, if we have not received a sufficient level of inventory, a strike would result in increased costs to our company and may reduce our profitability in fiscal 2003.

OUR PRODUCTS ARE SHIPPED FROM CHINA AND ANY DISRUPTION OF SHIPPING COULD HARM OUR BUSINESS

We rely principally on four contract ocean carriers to ship virtually all of the products that we import to our warehouse facility in Compton,

California. Retailers that take delivery of our products in China rely on a variety of carriers to import those products. Any disruptions in shipping, whether in California or China, caused by labor strikes, other labor disputes, terrorism, and international incidents or otherwise could significantly harm our business and reputation.

WE MAY NOT BE ABLE TO SUSTAIN OR MANAGE OUR RAPID GROWTH

We experienced rapid growth in net sales and net income in the last year. Our net sales for the fiscal year ended March 31, 2002 increased 80.2% to $61.8 million compared to $34.3 million for the fiscal year ended March 31, 2002. Similarly, our net income increased to $8.06 million for fiscal 2002 compared to $4.6 million for fiscal 2001. As a result, comparing our period-to-period operating results may not be meaningful, and results of operations from prior periods may not be indicative of future results. We cannot assure you that we will continue to experience growth in, or maintain our present level of, net sales or net income.

Our growth strategy calls for us to continuously develop and diversify our karaoke products by (i) developing new karaoke machines and music products, (ii) entering into additional license agreements (iii) expanding into international markets, (iv) developing new retail customers in the United States and (v) obtaining additional financing. Our growth strategy will place additional demands on our management, operational capacity and financial resources and systems. To effectively manage future growth, we must continue to expand our operational, financial and management information systems and train, motive and manage our work force.

In addition, implementation of our growth strategy is subject to risks beyond our control, including competition, market acceptance of new products, changes in economic conditions, our ability to maintain our licensing agreements with MTV and Nickelodeon and our ability to finance increased levels of accounts receivable and inventory necessary to support our sales growth, if any. Accordingly, we cannot assure you that our growth strategy will be implemented successfully.

THE MARKET PRICE OF OUR COMMON STOCK MAY BE VOLATILE

Market prices of the securities of companies in the toy and entertainment industry are often volatile. The market prices of our common stock may be affected by many factors, including:

- unpredictable consumer preferences and spending trends;

- operating results that vary from the expectations of investors and

securities analysts;

- the actions of our customers and competitors (including new product line announcements and introduction;

- changes in our pricing policies, the pricing policies of our competitors and general pricing trends in the consumer and electronics and toy markets;

- regulations affecting our manufacturing operations in China;

- other factors affecting the entertainment and consumer electronics industries in general; and

- sales of our common stock into the public market.

In addition, the stock market periodically has experienced significant price and volume fluctuations which may have been unrelated to the operating performance of particular companies.

OUR MANUFACTURING OPERATIONS ARE LOCATED IN THE PEOPLE'S REPUBLIC OF CHINA, SUBJECTING US TO RISKS COMMON IN INTERNATIONAL OPERATIONS

We are dependent upon six factories in the People's Republic of China to manufacture all of our electronic products. Our arrangements with these factories are subject to the risks of doing business abroad, such as import duties, trade restrictions, work stoppages, foreign currency fluctuations, limitations on the repatriation of earnings, political instability, and other factors which could have an adverse impact on our business. Furthermore, we have limited control over the manufacturing processes themselves. As a result, any difficulties encountered by the third-party manufacturers that result in product defects, production delays, cost overruns or the inability to fulfill orders on a timely basis could adversely affect our business, financial condition and results of operations. We believe that the loss of any one or more of our manufacturers would not have a long-term material adverse effect on us because other manufacturers with whom we do business would be able to increase production to fulfill our requirements. However, the loss of certain of our manufacturers, could, in the short-term, adversely affect our business until alternative supply arrangements were secured.

WE MAY HAVE SIGNIFICANT RETURNS, MARKDOWNS AND PURCHASE ORDER CANCELLATIONS

As is customary in the consumer electronics industry, the Company has, on occasion, (i) permitted certain customers to return slow-moving items for credit, (ii) provided price protection to certain customers by making price reductions effective as to certain products then held by customers in inventory and (ii) accepted customer cancellations of purchase orders issued to the Company. The Company expects that it will continue to be required to make such accommodations in the future. Any significant increase in the amount of returns, markdowns or purchaser order cancellations could have a material adverse effect on the Company's results of operations.

WE DEPEND ON THIRD PARTY SUPPLIERS FOR PARTS FOR OUR KARAOKE MACHINES AND RELATED PRODUCTS, AND IF WE CANNOT OBTAIN SUPPLIES AS NEEDED, OUR OPERATIONS WILL BE SEVERELY DAMAGED

Our growth and ability to meet customer demand depends in part on our

capability to obtain timely deliveries of karaoke machines and our electronic products. We rely on third party suppliers to produce the parts and materials we use to manufacture and produce these products. If our suppliers are unable to provide our factories with the parts and supplies, we will be unable to produce our products. We cannot guarantee that we will be able to purchase the parts we need at reasonable prices or in a timely fashion. In the last several years, there have been shortages of certain chips that we use in our karaoke machines. We, however, have anticipated this shortage and have made commitments to our factories to purchase chips in advance. If we are unable to anticipate any shortages of parts and materials in the future, we may experience severe production problems, which would impact our sales.

CONSUMER DISCRETIONARY SPENDING MAY AFFECT KARAOKE PURCHASES AND IS AFFECTED BY VARIOUS ECONOMIC CONDITIONS AND CHANGES

Our business and financial performance may be damaged more than most companies by adverse financial conditions affecting our business or by a general weakening of the economy. Purchases of karaoke machines and music are considered discretionary for consumers. Our success will therefore be influenced by a number of economic factors affecting discretionary and consumer spending, such as employment levels, business, interest rates, and taxation rates, all of which are not under our control. Adverse economic changes affecting these factors may restrict consumer spending and thereby adversely affect our growth and profitability.

WE MAY BE INFRINGING UPON THE COPYRIGHTS OF THIRD PARTIES

Each song in our catalog is licensed to us for specific uses. Because of the numerous variations in each of our licenses for copyrighted music, there can be no assurance that we have complied with scope of each of our licenses and that our suppliers have complied with these licenses. Additionally, third parties over whom we exercise no control may use our sound recordings in such a way that is contrary to our license agreement and by violating our license agreement we may be liable for contributory copyright infringement. Any infringement claims may have a negative effect on our ability to sell products.

WE HAVE SIGNIFICANT RELIANCE ON LARGE RETAILERS WHICH ARE SUBJECT TO CHANGES IN THE ECONOMY

We sell products to retailers, including department stores, lifestyle merchants, direct mail retailers which are catalogs and showrooms, national chains, specialty stores, and warehouse clubs. Certain of such retailers have engaged in leveraged buyouts or transactions in which they incurred a significant amount of debt, and some are currently operating under the protection of bankruptcy laws. Despite the difficulties experienced by retailers in recent years, we have not suffered significant credit losses to date. Deterioration in the financial condition of our customers could have a material adverse effect on our future profitability.

OUR NET INCOME MAY BE REDUCED IF OUR HONG KONG SUBSIDIARY DOES NOT RECEIVE AN EXEMPTION FOR OFFSHORE INCOME TAX

Our Hong Kong subsidiary has applied for a Hong Kong "offshore claim" income tax exemption based on the locality of the profits of the Hong Kong subsidiary. Management believes that since the source of all profits of the Hong Kong subsidiary are from exporting to customers outside of Hong Kong, it is likely that the exemption will be approved. Accordingly, no provision for foreign income taxes has been provided in the Company's financial statements. In the event the exemption is not approved, the Hong Kong subsidiary's profits will be taxed at a flat rate of 16% resulting in an income tax expense of approximately $725,000 and $460,000 for fiscal 2002 and 2001.

OUR BUSINESS OPERATIONS COULD BE SIGNIFICANTLY DISRUPTED IF WE LOSE MEMBERS OF OUR MANAGEMENT TEAM

Our success depends to a significant degree upon the continued contributions of our executive officers, both individually and as a group. Although we have entered into employment contracts with Edward Steele, our Chief Executive Officer; John Klecha, our President, Chief Operating Officer; and Jack Dromgold, our Executive Vice President of Sales and Marketing, the loss of the services of any of these individuals could prevent us from executing our business strategy. We cannot assure you that we will be able to find appropriate replacements for Edward Steele, John Klecha or Jack Dromgold, if the need should arise, and any loss or interruption of Mr. Steele, Mr. Klecha or Mr. Dromgold's services could adversely affect our business, financial condition and results of operations. Mr. Steele will be retiring in February 2003; however, we expect to retain him as a consultant on product development for a period of at least one-year after his retirement.

OUR OBLIGATION TO MAKE SEVERANCE PAYMENTS COULD PREVENT OR DELAY TAKEOVERS.

Our employment agreements with Eddie Steele, John Klecha, April Green and Jack Dromgold require us, under certain conditions, to make substantial severance payments to them if they resign after a change of control. These provisions could delay or impede a merger, tender, offer or other transaction resulting in a change in control of the Company, even if such a transaction would have significant benefits to our shareholder. As a result, these provisions could limit the price that certain investors might be willing to pay in the future for shares of our common stock.

WE MAY BE SUBJECT TO CLAIMS FROM THIRD PARTIES FOR UNAUTHORIZED USE OF THEIR PROPRIETARY TECHNOLOGY, COPYRIGHTS OR TRADE SECRETS

We believe that we independently developed the technology used in our electronic and audio software products and that it does not infringe on the proprietary rights, copyrights or trade secrets of others. However, we cannot assure you that we have not infringed on the proprietary rights of third parties or those third parties will not make infringement violation claims against us. Any infringement claims may have a negative effect on our ability to manufacture our products.

YOUR INVESTMENT MAY BE DILUTED

If additional funds are raised through the issuance of equity securities, your percentage ownership in our equity will be reduced. Also, you may experience additional dilution in net book value per share, and these equity securities may have rights, preferences, or privileges senior to those of yours.

RISKS ASSOCIATED WITH OUR CAPITAL STRUCTURE

FUTURE SALES OF OUR COMMON STOCK HELD BY CURRENT STOCKHOLDERS MAY DEPRESS OUR STOCK PRICE

As of June 30, 2002, there were 8,089,027 shares of our common stock outstanding. We have filed two registration statements registering an aggregate 4,792,234 of shares of our common stock (a registration statement on Form S-3 registering the resale of 2,947,984 shares or our common stock and a registration statement on Form S-8 to registering the sale of 1,844,250 shares underlying options granted under our 1994 Stock Option Plan). We also intend to file a registration statement on Form S-8 to register 1,950,000 shares of our common stock underlying options granted under our Year 2001 Stock Option Plan.

The market price of our common stock could drop due to the sale of large number of shares of our common stock, such as the shares sold pursuant to the registration statements or under Rule 144, or the perception that these sales could occur.

ADVERSE EFFECT ON STOCK PRICE FROM FUTURE ISSUANCES OF ADDITIONAL SHARES

Our Certificate of Incorporation authorizes the issuance of 18,900,000 million shares of common stock. As of June 30, 2002, we had 8,089,027 shares of common stock issued and outstanding and an aggregate of 995,475 outstanding options and warrants. As such, our Board of Directors has the power, without stockholder approval, to issue up to 9,815,498 shares of common stock.

Any issuance of additional shares of common stock, whether by us to new stockholders or the exercise of outstanding warrants or options, may result in a reduction of the book value or market price of our outstanding common stock. Issuance of additional shares will reduce the proportionate ownership and voting power of our then existing stockholders.

PROVISIONS IN OUR CHARTER DOCUMENTS AND DELAWARE LAW MAY MAKE IT DIFFICULT FOR A THIRD PARTY TO ACQUIRE OUR COMPANY AND COULD DEPRESS THE PRICE OF OUR COMMON STOCK.

Delaware law and our certificate of incorporation and bylaws contain provisions that could delay, defer or prevent a change in control of our company or a change in our management. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors and take other corporate actions. These provisions of our restated certificate of incorporation include: authorizing our board of directors to issue additional preferred stock, limiting the persons who may call special meetings of stockholders, and establishing advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings.

We are also subject to certain provisions of Delaware law that could delay, deter or prevent us from entering into an acquisition, including the Delaware General Corporation Law, which prohibits a Delaware corporation from engaging in a business combination with an interested stockholder unless specific conditions are met. The existence of these provisions could limit the price that investors are willing to pay in the future for shares of our common stock and may deprive you of an opportunity to sell your shares at a premium over prevailing prices.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company does not hold any investments in market risk sensitive instruments. Accordingly, the Company believes that it is not subject to any material risks arising from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices or other market changes that affect market risk instruments

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is not a party to any material legal proceeding, nor to the knowledge of management are any legal proceedings threatened against the Company. From time to time, the Company may be involved in litigation relating

to claims arising out of operations in the normal course of business.

ITEM 2. CHANGES IN SECURITIES

(a) Not Applicable.

(b) Not Applicable.

(c) During the three month period ended June 30, 2002, one employee exercised stock options issued under our 1994 Amended and Restated Management Stock Option Plan. The employee exercised options to acquire an aggregate of 16,500 shares of our common stock. The names of the option holder, the dates of exercise, the number of shares purchased, the exercise price and the proceeds received by the Company are listed below.

Name	Date of Exercise	No. of Shares	Exercise Price	Proceeds
Alicia Haskamp	04/06/02	16,500	$2.04	$33,660

Ms. Haskamp paid for the shares with cash. Ms. Haskamp exercised her options in reliance upon Section 4(2) of the Securities Act of 1933, because she was knowledgeable, sophisticated and had access to comprehensive information about the Company. The shares issued to our employees were registered under the Securities Act on a registration statement on Form S-8. As such, no restrictive legends were placed on the shares.

During the three month period ended June 30, 2002, one warrant holder exercised their warrants to acquire an aggregate of 52,500 shares of our common stock. The name of the warrant holder, the date of exercise, the number of shares purchased, the exercise price and the proceeds received by the Company are listed below.

Name	Date of Exercise	No. of Shares	Exercise Price	Proceeds
FRS Investments	05/17/02	52,500	$0.9167	$ 48,125

FRS paid for its shares with cash. FRS exercised its warrants in reliance upon Section 4(2) of the Securities Act of 1933, because it was knowledgeable, sophisticated and had access to comprehensive information about the Company. The Company placed legends on the certificates stating that the securities were not registered under the Securities Act and set forth the restrictions on their transferability and sale. We have registered these shares for resale on a registration statement on Form S-3.

(d) Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY-HOLDERS

Not applicable.

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ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

EXHIBIT NO.	DESCRIPTION
31.1	Certification of Yi Ping Chan, Chief Executive Officer and Chief Operating Officer of The Singing Machine Company, Inc., Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.*
31.2	Certification of April Green, Chief Financial Officer of The Singing Machine Company, Inc., Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.*
32.1	Certification of Yi Ping Chan, Chief Executive Officer and Chief Operating Officer of The Singing Machine Company, Inc., Pursuant to 18 U.S.C. Section 1350.*
32.2	Certification of April Green, Chief Financial Officer of The Singing Machine Company, Inc., Pursuant to 18 U.S.C. Section 1350.*

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*Filed herewith

(b) Reports on Form 8-K

The Company did not file any Report on Form 8-K during the three months ended June 30, 2002.

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SIGNATURES

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

THE SINGING MACHINE COMPANY, INC.

Dated March 19, 2004

By: /s/ April J. Green

April J. Green
Chief Financial Officer
(On behalf of Registrant and
Chief Accounting Officer)

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EXHIBIT INDEX

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