

Global IP Sound AB (publ.) Corporate identity number 556573-9017

Annual report and consolidated financial statements for the financial period from January 1 2005 to December 31 2005.

The board of directors and managing director present the following annual report and consolidated financial statements.

<u>Contents</u>	<u>Page</u>
Administration report	2
Consolidated income statement	4
Consolidated balance sheet	5
Consolidated cash flow statement	7
Parent company income statement	8
Parent company balance sheet	9
Cash flow statement	11
Notes to the financial statements, applicable to the parent	12
company and the group	

Administration report

(in thousands)

The Annual Report refers to the Company's fiscal year from the date January 1, 2005 to December 31, 2005.

Information about business activities

Global IP Sound AB (the Company) develops and markets software for the communications industry and provides products and services that enable high quality voice for real-time communications over packet networks. The Company has established business in the US, Asia, and Europe through its subsidiary Global IP Sound Inc.

Revenues for the year were SEK 66,138 – a 142 percent increase over 2004, including an even greater percentage increase in Royalty revenue, which represented 32 percent of the overall revenue for the year. Operating expenses' were SEK 42,045 – a 29 percent increase over the previous year. Operating Profit for the year was SEK 12,908 compared to an Operating Loss of SEK 7,299 in 2004.

The Company reported a Result after Financial Items of SEK 14,643 for the year, compared to a loss of 49,007 in 2004. The 2004 loss was due to the Operating Loss for the year, but also caused by a one-time extraordinary income charge of SEK 41,680 taken as a result of a gain on sale for the 2003 restructure transaction. In 2003, the Company restructured and sold the majority of its assets to Global IP Sound, Inc. – its wholly owned subsidiary. At the time, the Company took a gain of SEK 41,680 on that transaction. Upon further review by the Company's auditors, it was determined that the proper treatment for the gain on asset sale in 2003 should only have been at the subsidiary level and should have been eliminated on a Consolidated level since it was an internal transaction. Therefore, the 2004 extraordinary income charge reflects this change and is reported in 2004 financials according to Swedish accounting rules.

The Company posted a Net Result of SEK 13,319 in 2005, compared to a loss of SEK 35,443 for the prior year. As of December 31, 2005, the Companies had Cash and Equivalents of SEK 108,518 and a total Unearned Revenue balance of SEK 63,837.

During 2005, the Company signed agreements with many companies such as Google, AOL, Yahoo!, IBM, Samsung, NetEase, and many others. At the end of 2005, our market position was vastly improved, with the Company powering over 100 of the leading VoIP companies around the globe. The company also expanded its operations in Asia. We created a new subsidiary, GIPS Asia Pacific Limited, with an office in Hong Kong.

The company added 5 new products in 2005, including VQE, VQE for ATAs, VoiceEngine Mobile for Symbian, VoiceMail Engine and the SIP AV Software Development Kit. In addition, we made major enhancements in the release of version 3.0 of our flagship product NetEQ. Similarly, we continued to innovate and improve our platform products, VoiceEngine, VoiceEngine Mobile, and VoiceEngine Embedded. At year-end, the Company employed 19 engineers, and will continue to invest in developing new technologies and products to maintain its competitive position in 2006.

The Company remains very optimistic about the future. We continue to strengthen strategic relationships with previously existing customers, such as Nortel, Skype, Earthlink, and Tencent. Our expanded product offerings and growth in the VoIP market, as well as our cash position, make the outlook for expansion and innovation strong.

During 2005 the Company, through a new share issuance, raised capital in the amount of SEK 46 486 (Note 18). The Company is expecting cash inflows from operations to continue to increase in 2006.

The Company's registered office is located in Stockholm, Sweden.

Proposed treatment of profit (loss)

Following means are at the General Assembly's disposal:

Parent Company	Amount
Balance brought forward:	-38,468,663
Net profit of the year:	142,145
Total	-38,326,518

The board of directors and the managing director propose that the Parent Company's accumulated loss, KSEK -38,327, be carried forward.

Group

The Group's non-restricted equity amounts increased to KSEK -165 045 and no provisions to restricted reserves are requisite.

All amounts are given in thousands Swedish kronor if nothing else is stated.

Summary covering several years

Year	2005	2004	2003
Net turnover	66,138	27,301	7,432
Result after financial items	14,643	-49,007	10,937
Balance sheet total	185,364	67,591	68,787
Solvency (%)	60%	63%	82%
Employees	35	24	21

Consolidated income statement	Note	2005-01-01 2005-12-31	2004-01-01 2004-12-31
		1	
Net turnover	2	66,138	27,301
Cost of goods sold	4	-11,185	-2,036
Gross profit		54,953	25,266
Information about the business activities	2,3,5		
Selling expenses		-20,285	-10,558
Administrative expenses	6	-13,661	-11,717
Research and development costs		-8,099	-10,290
Operating Profit (loss)		12,908	-7,299
Result from financial investments			
Other interest income and similar profit/loss items	7, 19	2,334	-41,328
Interest expenses and similar profit/loss items		-599	-380
Total result from financial investments		1,735	-41,708
Dogula often financial items		14 (42	40.007
Result after financial items		14,643	-49,007
Tax on result of the year	19, 20	-1,324	13,564
Net result for the year		13,319	-35,443

Consolidated balance sheet	Note	2005-12-31	2004-12-31
Assets			
Assets	1		
Fixed assets			
Intangible fixed assets			
Patents	8	2,100	1,531
Software	9	1,815	69
		3,915	1,600
Tangible fixed assets			
Plant and machinery	10	345	148
Equipment, tools, fixtures and fittings	11	50	325
Costs of improvements to property	12	27	232
		422	705
Financial fixed assets			
Deposits		1,143	854
Deferred Tax Asset	19,20	12,284	13,582
Other long-term receivables	17	12,408	338
		25,835	14,773
Total fixed assets		30,172	17,078
Current assets			
Account receivable-trade		19,857	9,456
Other current investments		0	1,995
Other current receivables		798	353
Prepaid expenses and accrued income	13	26,019	16,918
		46,674	28,721
Cash and bank balance		108,518	21,791
		108,518	21,791
Total current assets		155,192	50,513
Total assets		185,364	67,591
		100,004	0,,331

Consolidated balance sheet	Note	2005-12-31	2004-12-31
Equity and liabilities			
Equity	14,18		
Restricted equity Share capital (53,045,168 shares at qoute Restricted reserves	value SEK 0,1 each)	5,305 271,584	4,955 229,485
Total restricted equity		276,889	234,439
Non-restricted equity Net loss previous year		-178,364	-156,503
Net profit (loss) of the year		13,319	-35,443
Total non-restricted equity		-165,045	-191,946
Total equity		111,844	42,493
Long-term liabilities Long-term deferred income		25,598	0
Long-term note		321	321
Total long-term liabilities		25,919	321
Current liabilities Accounts payable - trade Other current liabilities		1,900 453	1,172 140
Accrued expenses and deferred income	15	45,248	23,465
Total current liabilities		47,601	24,776
Total equity and liabilities		185,364	67,591
Pledged assets Balders Fastigheter AB		400	400
Contingent liabilities		None	None

Consolidated cash flow statement	Note	2005-01-01 2005-12-31	2004-01-01 2004-12-31
Operating activities			
Result after financial items		14,643	-49,007
Adjustments for items not included in cash flow etc.		0	42,721
Depreciation		1,820	846
Tax paid		-26	~200
Cash flow from operating activities			
before changes in working capital		16,437	-5,640
Changes in working capital			
Increase in receivables		-31,219	-17,663
Increase in liabilities		48,424	12,391
Cash flow from operating activities		33,642	-10,911
Investing activities			
Acquisitions of intangible assets		-2,972	0
Acquisitions of machinery and equipment		-882	112
Investment in financial assets		985	-924
Loans repaid		0	1,500
Loans provided		-77	-338
Cash flow from investing activities		-2,946	350
Financing activities			
Share premium upon issue of new shares		51,309	23,826
Proceeds from new borrowings		0	211
Cash flow from financing activities		51,309	24,036
Cash flow for the year		82,005	13,475
Liquid funds at the beginning of the year		21,791	11,283
Exchange difference, liquid funds		4,722	-2,967
Liquid funds at the end of the year		108,518	21,791

		2005-01-01	2004-01-01
Parent company income statement	Note	2005-12-31	2004-12-31
Net turnover	2	0	0
Gross profit		0	0
Information about the business activities	2, 3, 5		
Selling expenses		0	0
Administrative expenses	6	-178	118
Research and development costs		0	0
Operating Profit (loss)		-178	118
Result from financial investments			
Other interest income and similar profit/loss items	7	320	52
Interest expenses and similar profit/loss items		0	1
Total result from financial investments		320	53
Result after financial items	20	142	170
Net result for the year		142	170

Parent company balance sheet	Note	2005-12-31	2004-12-31
Assets			
Assets	1		
Fixed assets			
Financial fixed assets	1.0	400.053	4.42.0770
Shares in group activities	16	189,853 189,853	143,878 143,878
		105,000	110,070
Total fixed assets		189,853	143,878
Current assets			
Receivables from group companies		21,006	19,990
Other current receivables Prepaid expenses and accrued income	13	2 8	2 12
rrepaid expenses and accided income	13	21,016	20,005
		- Halted In Association Control of Control o	
Cash and bank balance		4,593	4,514
Total current assets		25,609	24,519
Total assets		215,462	168,397

Parent company balance sheet	Note	2005-12-31	2004-12-31
Equity and liabilities			
Equity	14, 18		
Restricted equity			
Share capital (53,045,168 shares at qoute value SEK 0,1 e	ach)	5,305	4,955
Share premium reserve	acity	247,965	201,830
		/5 00	201/000
		253,270	206,785
Non-restricted equity			
Profit (loss) brought forward		-38,469	-38,639
Net profit (loss) for the year Accumulated loss		142	170
Accumulated loss		-38,327	-38,469
Total equity		214,943	168,316
Current liabilities			
Accounts payable - trade		70	14
Investment Subsidiary - Europe		239	0
Other current liabilities		0	0
Unearned revenue		0	0
Accrued expenses and deferred income	15	210	66
Total current liabilities		519	81
Total equity and liabilities		215,462	168,397
Pledged assets		400	400
Balders Fastigheter AB		100	100
Contingent liabilities		None	None

		2005-01-01	2004-01-01
Parent company cash flow statement	Note	2005-12-31	2004-12-31
Operating activities			
Result after financial items		142	170
Tax paid		0	113
Cash flow from operating activities			
before changes in working capital		142	283
Changes in working capital			
Increase (decrease) in receivables		-1,012	115,413
Increase in accounts payable - trade		199	81
Cash flow from operating activities		813	115,777
Investing activities			
Investing activities Investment in financial assets		-45,736	125 100
			-135,108
Cash flow from investing activities		-45,736	-135,108
Financing activities			
Share premium upon new issue of shares		46,486	21,845
Cash flow from financing activities		46,486	21,845
Cash flow for the year		79	2,514
Liquid funds at the beginning of the year		4,514	2,000
		·	
Liquid funds at the end of the year		4,593	4,514

Notes to the financial statements, applicable to the parent company and Group

Note 1:

Accounting- and valuation principles

The annual report has been prepared according to the Annual Accounts Act and to the Swedish Accounting Standards Board.

Consolidated financial statements

The consolidated financial statements include subsidiaries, where the parent company directly or indirectly holds more than 50% of the votes.

The consolidated financial statements have been prepared in accordance with the acquisition accounting method, which means that the subsidiaries' equity at the date of acquisition, defined as the difference between the fair values of the assets and liabilities, is eliminated in full. Thus, the group equity includes only the portion of the subsidiaries' equity which has been added after the date of acquisition.

If the acquisition value of the shares on consolidation exceeds the value of the subsidiary's net assets stated in the acquisition analysis, the difference is stated as goodwill on consolidation. If instead, the acquisition value of the shares on consolidation is less than the value of the company's net assets stated in the acquisition analysis, the difference is accounted for as a provision for negative goodwill. The provision is dissolved on the basis of expectations regarding the earnings trend.

The company applies the current method for the translation of the financial statements of foreign subsidiaries. This means that the assets and liabilities of the foreign subsidiaries are translated at the closing rate. All items included in the income statement are translated at the average rate for the year. Translation differences are taken directly to group equity.

If the parent company or another group company has taken measures to balance or hedge against exchange differences regarding a net investment in an independent subsidiary, the exchange difference in the hedge instrument is taken directly to equity, in so far as it is matched by a translation difference reported during the year for the subsidiary.

In case there is a difference in the valuation of assets and liabilities at group level and company level, the tax effect is taken into account and is reported either as a deferred tax asset or a deferred tax liability.

Foreign currencies

Receivables and payables in foreign currencies are valued at the closing rate. Where hedging measures have been taken, such as forward contracts, the forward rates are used. Gains and losses on receivables and payables relating to operations are accounted for net under other operating income or, alternatively, other operating expenses.

Fixed assets

Tangible and intangible fixed assets are depreciated/amortized systematically over their estimated useful lives. The following periods of depreciation/amortization are applied:

	Number of Years
Intangible fixed assets	7
Equipment, tools, fixtures and fittings	5
Software	3
Improvements to property	Written down over the term of the lease

Research and development

Costs for research and development work are normally expensed as they arise.

Cash flow statement

The cash flow statement is prepared in accordance with the indirect method. The reported cash flow comprises only transactions leading to inward and outward payments. The cash flow is allocated to

- operating activities,
- investing activities and
- financing activities.

Revenue

Revenue is recognized according to the contracts with clients. Revenue is accrued (bookings) according to the duration of the clients contracts.

Note 2

Inter-company purchases and sales

Parent company

Of the company's net sales, sales to subsidiaries account for SEK 0. Of the company's purchases, purchases from subsidiaries account for KSEK 0 (KSEK 0). Interest income from subsidiaries account for KSEK 1 016 (KSEK 276).

For inter-company purchases and sales, the pricing principles applied are the same as for transactions between external parties.

Note 3

Depreciation, amortization, write-downs and reversals

Depreciation of tangible fixed assets amount to KSEK 839 (KSEK 1 031) group and KSEK 0 (KSEK 0) for the parent company.

Note 4

Cost of goods sold

As part of an overall licensing agreement the Company has given Nortel Networks 2,682,661 in common stock warrants that have effected Cost of Goods Sold with KSEK 2 529 (1 974)

Note 5

Average number of employees, wages, salaries, other emoluments and social security contributions

	2005-01-01 2005-12-31	2004-01-01 2004-12-31
The average number of employees, men and women, was		
Group		
Women	6	5
Men	29	19
Total for group	35	24
Group		
Wages, salaries and emoluments paid to		
President	3,019	6,638
Board of directors	0	0
Other employees	20,399	10,152
Total wages, salaries and emoluments	23,418	16,789
Statutory and contractual social security contributions	2,908	2,372
Pension costs ((of which for managing director KSEK 116 (79))	732	667
Total wages, salaries, emoluments, social security contributions and pension costs for group	27,058	19,828

Regarding severance pay for board of directors and CEO, the CEO has one year of salary upon notice.

Board members and executive officers

board members and excedence officers	Number on balance day	2005 Whence Men	Number on balance day	2004 Whence Men	
Board members		6	100%	6	100%
Ceo and other executive officers		6	100%	6	100%

Sick leave

SICK leave	2005-01-01	
	2005-12-31	2004-12-31
Total sick leave	0.63%	0.59%
- long-term	0.00%	0.00%
- sick leave men	0.41%	0.60%
- sick leave women*	-	-
- employees - 29 years*	-	w
- employees 30 - 49 years*	-	-
- employees 50 years -*	-	-

^{*}Under 10 employees per group

Note 6	Fees and remuneration		
Pricewaterhousecoopers			
		2005-01-01 2005-12-31	2004-01-01
0			
Group Accounting fees		648	314
Other fees		0	152
Total		648	465
Note 7	Other interest income and similar profit/loss items		
		2005-01-01	2004-01-01
		2005-12-31	2004-12-31
Group			
Interest income Total		2,329 2,329	228 228
Parent company			
Interest income		1,325	328
Total		1,325	328
Of which relating to group companies		1,016	276
Note 8	Patents		
Group	L	12/31/2005	12/31/2004
Patents Balance brought forward		1 706	12.466
Capitalized costs		1,786 825	43,466 0
Restructure	-	0	-41,680
Closing accumulated acquisition values	-	2,611	1,786
Balance brought forward		-254	0
-Depreciation -Disposal		-291 0	-254 0
-Currency translations	_	34	0
Closing accumulated depreciation	-	-511	-254
Closing residual value according to plan	- -	2,100	1,531
Note 9	Software		
	<i>50</i>	12/31/2005	12/31/2004
Group	L		
G, Oup			
Balance brought forward		240	184
-Purchases -Currency translations		2,020 91	69 -13
Closing accumulated acquisition values		2,350	240
Balance brought forward		-170	-181
-Depreciation		-329	-2
-Currency translations Closing accumulated depreciation		-36	13
	_	-535	-170
Closing residual value according to plan		1,815	69

Note 10

Plant and machinery

	12/31/2005	12/31/2004
Group		
Balance brought forward	3,350	3,500
-Purchases	199	92
-Disposal	0	-194
-Currency translations	224	-49
Closing accumulated acquisition values	3,773	3,350
Balance brought forward	-3,202	-3,267
-Disposal	0	179
-Depreciation	-104	-161
-Currency translations	-121	47
Closing accumulated depreciation	-3,427	-3,202
Closing residual value according to plan	345	148

Note 11	Equipment, tools, fixtures		
	and fittings	12/31/2005	12/31/2004
Group			
Balance brought forward		1,617	1,713
-Purchases		6	4
-Currency translations		150	-62
-Disposal		0	-38
Closing accumulated acquisition values		1,773	1,617
Balance brought forward		-1,293	-1,028
-Depreciation		-305	-324
-Currency translations		-125	35
-Disposal		0	25
Closing accumulated depreciation		-1,723	-1,293
Closing residual value according to plan		50	325

Note	1	2

Costs of improvements to property

	12/31/2005	12/31/2004
Group		
Balance brought forward	2,259	2,411
-Purchases	0	12
-Currency translations	399	-164
-Disposal		0
Closing accumulated acquisition values	2,658	2,259
Balance brought forward	-2,027	-1,599
-Depreciation	-102	-543
-Currency translations	-502	115
-Disposal	0	0
Closing accumulated depreciations	-2,631	-2,027
Closing residual value according to plan	27	232

Note 13	Prepaid expenses and accrued income	12/31/2005	12/31/2004
Group			
Prepaid rents Accrued interest income Accrued income Prepaid insurance Other prepaid expenses Total		350 1 24,971 216 481 26,019	297 6 16,197 143 274 16,918
Parent company			
Accrued interest income Other prepaid expenses Total		1 7 8	6 7 12
Note 14	Change in equity	12/24/2025	12/21/2004
Group		12/31/2005	12/31/2004
Restricted equity			
Share capital Amount at the beginning of the year New capital issue Amount at the end of the year		4,955 350 5,305	4,255 700 4,955
Restricted reserves Amount at the beginning of the year New capital issue Change in exchange difference Deferred compensation Adjustment from restricted equity to non-re Amount at the end of the year Total restricted equity at the end of the year	estricted equity	229,485 55,681 0 0 -13,582 271,584	183,858 21,146 -987 786
	r	276,889	24,682 229,485 234,439

Devent community			12/31/2005	12/31/2004
Parent company				
Restricted equity				
Share capital Amount at the beginning of the year New capital issue Amount at the end of the year			4,955 350 5,305	4,255 700 4,955
Share premium reserve Amount at the beginning of the year New capital issue Transfer to Statuatory reserve Amount at the end of the year			201,830 46,135 -247,965	180,684 21,146 0 201,830
Statutory reserve Amount at the beginning of the year New capital issue Transfer from Share premium reserve Amount at the end of the year			0 0 247,965 247,965	0 0 0 0
Total restricted equity at the end of the year	ar		253,270	206,785
Non-restricted equity Amount at the beginning of the year Net result of the year Amount of the year			-38,469 142 -38,327	-38,639 170 -38,469
Note 15	income	ses and deferred	2005 01 01	2004.01.01
Note 15	-	ses and deferred	2005-01-01 2005-12-31	2004-01-01 2004-12-31
Group	-	ses and deferred	1	
	-	ses and deferred	1	
Group Accrued holiday pay Accrued social security contributions Accrued special employer's contribution Unearned revenue Other items	-	ses and deferred	1,299 313 0 38,239 5,396	894 121 0 20,046 2,405
Group Accrued holiday pay Accrued social security contributions Accrued special employer's contribution Unearned revenue Other items Total	-	ses and deferred	1,299 313 0 38,239 5,396	894 121 0 20,046 2,405
Group Accrued holiday pay Accrued social security contributions Accrued special employer's contribution Unearned revenue Other items Total Parent company Other accrued expenses	-	-	1,299 313 0 38,239 5,396 45,248	894 121 0 20,046 2,405 23,465
Group Accrued holiday pay Accrued social security contributions Accrued special employer's contribution Unearned revenue Other items Total Parent company Other accrued expenses Total	income	o companies	1,299 313 0 38,239 5,396 45,248	894 121 0 20,046 2,405 23,465

Parent company	12/31/2005	12/31/2004
Balance brought forward	144 200	0.760
-Investments	144,299 45,554	8,769 135,530
Closing accumulated acquisition values	189,853	144,299
Closing residual value according to plan	189,853	144,299

Global IP Sound Optioner AB has share capital of SEK 100 000. Equity amounts to SEK 87 816. Net loss of the year amounts to SEK 950.

Global IP Sound Inc. has a share capital of SEK 360 963. Equity amounts to SEK 90 434 412 Net income for the year amounts to SEK 12 378 380 $\,$

Note 17

Other long-term receivables

	12/31/2005	12/31/2004
Group		
Accrued income - LT	12,408	0
Other long-term receivables	0	338
Total	12,408	338

The company's CEO, Gary Hermansen, who is employed by Global IP Sound Inc., has at 2004-07-31 taken a loan in the amount of USD 50 000 from Global IP Sound Inc. Exchanged to Swedish krona (SEK) and including the interest consideration, the total loan per 2005-12-31 is KSEK 414. The loan carries interest at 3% per year. No repayment has been done during 2005. The loan runs until 2006-12-31 and shall be regulated in entirety per this date. As security 115 000 shares of Global IP Sound AB Common stock has been pledged.

Note 18

New Capital Issue

In 2005, the Company generated 46 485 506 in new capital. The source of those funds are describe below:

2005 Funding Activities	50,317,963	
Issuance costs	(3,832,457)	
	46 495 506	

Note 19

Effect of the correction of profit intra-group sales patent

The net result for the year 2004 would have been -7 345 KSEK instead of -35 443 KSEK if the intra-group sales of th due to the restructure of the Company in 2003 had been correctly recognised in 2003. Under 2005 no effect exists.

Note 20

Tax on result of the year

	12/31/2005	12/31/2004
Actual tax of the year	-26	-17
Deferred tax Sweden	-389	3,196
Deferred tax USA	-909	10,386
Sum	-1,324	13,564

The deferred tax assets of 12 284 (13 582) KSEK consists in full of the temporal tax difference of the value of the patent in the subsidiaries Global IP Sound Europe AB and Global IP Sound Inc.

The parent company has an ongoing deficit of -60 401 KSEK from prior year. Therefore no income tax is paid in the parent company.

Stockholm 2006-

Gary Hermansen President and CEO Ditlef de Vibe

Chairman of the Board

Roar Hagen

Allen Ray Adams

Bradley Earl Sparks

Åge Korsvold

Trym Skeie

Our audit report has been issued on 2006-PRICEWATERHOUSECOOPERS AB

Magnus Brändström Authorized auditor