PAYTON GROUP
INTERNATIONAL

Payton Planar Magnetics Ltd.
and its Consolidated Subsidiaries
Financial Statements
March 31, 2008 (Unaudited)

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The Board of Directors' Report[1] on Corporate Affairs

We are pleased to present the Board of Directors' report on the affairs of Payton Planar Magnetics Ltd. and its consolidated subsidiaries for the three months ended on March 31, 2008.

1. A concise description of the corporation and its business environment

A. The Group

Payton Planar Magnetics Ltd. ("the Company") and its consolidated subsidiaries: Payton America Inc. ("Payton America"), Payton Planar Holdings (1996) Ltd. ("Payton Holdings").

B. The Group's main fields of activity and changes that occurred in the period from January to March 2008

The Company, an Israeli high-tech enterprise, develops, manufactures and markets Planar transformers worldwide. The company was founded in order to revolutionize the traditional approach to the design and manufacture of transformers through the concept of planar transformers. The invention is patented in North America, Europe and Japan. The Company completed its initial public offering in 1998 on the Euronext Stock Exchange.

1. **Property in Deerfield Beach, South Florida, U.S.A**
   Payton America, the Company's U.S. subsidiary is expected to complete the transfer to its new owned premises on June 2008.

2. On March 18, 2008, **Payton Industries, the parent company** of the Company signed a Memorandum of Understanding ("M.O.U") with A.C.P. Advanced Cores Production ("ACP") regarding an acquisition of 100% of ACP's shares.
   On May 2008, after performing a technical, financial and legal due-diligence, the parent company decided not to acquire ACP.

C. Principal customers

The consolidated sales revenues include sales to major customers (which make up in excess of 10% of the sales of the Group).

	For the three-month period ended March 31	For the year ended December 31	For the three-month period ended March 31
	2008	2007	2007
Customer A	17.6%*	20.1%*	10.9%
Customer B	**	20.1%	21.1%

* During 2007 Customer A merged with a non-major customer of the Company.
** Less than 10% of the Group's consolidated sales. It is noted that a major project of this customer reached its end of life cycle.

[1] The financial statements as at March 31, 2008 form an integral part thereof.

D. Marketing

On February 2008 the Company participated in: "APEC 2008" exhibition in Austin, Texas, U.S.A, in March 2008 the Company participated in: "Electronica & Productronica China 2008 with PCIM" exhibition in Shanghai, China, and in "Technology Hitech 2008" exhibition in Tel-Aviv, Israel.

E. Order and Purchase Backlog

Order and purchase backlog of the Group as of March 31, 2008 were USD 6,766 thousand (December 31, 2007 - USD 3,903 thousand). The backlog is composed only of firm orders.
Management estimates that most of the backlog as of 31.3.08 will be supplied until December 31, 2008.

2. Financial position

A. Balance Sheet as at March 31, 2008

Cash and cash equivalents, Marketable securities and Short-term Deposits – these three items amounted to a total of USD 17,081 thousand as at March 31, 2008 compared to USD 15,876 thousand as at December 31, 2007 and USD 12,559 thousand as at March 31, 2007. This increase resulted mainly of the cash flow provided by operating activities including net income for the period.
As at March 31, 2008 the Marketable Securities, amounting to USD 4,346 thousand, are comprised of Bonds and Preferred Stocks.

Trade accounts receivable – these amounted to USD 3,164 thousand as at March 31, 2008 compared to USD 4,277 thousand as at December 31, 2007 and USD 4,176 thousand as at March 31, 2007. The decrease in this item as of March 31, 2008 is mainly due to a decrease in sales volume.

Property, plant and equipment, net – these amounted to USD 1,502 thousand as at March 31, 2008 compared to USD 1,337 thousand as at December 31, 2007 and USD 617 thousand as at March 31, 2007. The increase in this item resulted mainly from purchasing and investing in a property in Florida, U.S.A (See also paragraph 1.B.1 to the Board of Directors Report as at 31.12.07).

Deferred Taxes – these amounted to USD 331 thousand as at March 31, 2008 compared to USD 122 thousand as at December 31, 2007 and USD 176 thousand as at March 31, 2007. The Company edits its tax reports in New Israeli Shekel ("NIS"). During the first quarter of 2008 it accumulated losses in its tax reports, thus, a net tax asset increase of USD 209 thousand (compare with December 31, 2007) was recorded. (See also note 3 to the financial statements as at 31.3.08).

Trade payables - these amounted to USD 1,338 thousand as at March 31, 2008 compared to USD 1,584 thousand as at December 31, 2007 and USD 1,542 thousand as at March 31, 2007. The decrease is attributed to the volume of operation reduction.

Other payables - these amounted to USD 2,222 thousand as at March 31, 2008 compared to USD 2,008 thousand as at December 31, 2007 and USD 2,138 thousand as at March 31, 2007. The decrease at March 31, 2008 compared with December 31, 2007 resulted mainly due to an increase in current liabilities to related parties.

B. Operating results

Summary of Consolidated quarterly Statements of Income
US Dollars in thousands

Payton Planar Magnetics Ltd.
Consolidated Income Statements

	Quarter 1-3/08	Quarter 10-12/07	Quarter 7-9/07	Quarter 4-6/07	Quarter 1-3/07
Sales revenues	3,429	4,888	4,406	5,088	4,575
Cost of sales	(2,064)	(2,348)	(2,411)	(2,429)	(2,305)
Gross profit	*1,365*	*2,540*	*1,995*	*2,659*	*2,270*
Development costs	(190)	(132)	(149)	(142)	(158)
Selling & marketing expenses	(313)	(395)	(299)	(364)	(381)
General & administrative expenses	(447)	(533)	(490)	(487)	(453)
Capital gain (loss) on sale of fixed assets	2	1	-	(1)	-
Operating income	*417*	*1,481*	*1,057*	*1,665*	*1,278*
Finance income	162	145	155	169	117
Finance expense	(89)	(101)	(43)	(6)	(31)
Profit before income taxes	*490*	*1,525*	*1,169*	*1,828*	*1,364*
Income taxes	103	(157)	(159)	(424)	(234)
Net profit for the period	*593*	*1,368*	*1,010*	*1,404*	*1,130*

General Note: The Group is exposed to erosion of the USD in relation to the NIS. Most of the Group's salaries and other operating costs are fixed in NIS. Revaluation of the local Israeli currency drives to an increase in labor costs and other operating costs, thus, negatively affects the operating results of the company.

Sales revenues - The Group's sales revenue for the three-month period ended March 31, 2008 were USD 3,429 thousand compared with USD 4,575 thousand in the three-month period ended March 31, 2007. The sales decrease is mainly explained by the fact that few high volume projects, of formerly substantial customers, reached their end of life cycle.

Gross profit – The Group's gross profit for the three-month period ended March 31, 2008 amounted USD 1,365 thousand (40% of sales) compared with USD 2,270 thousand (50% of sales) in the three-month period ended March 31, 2007. The Group's gross profit ratio for the year ended December 31, 2007 was 50% of sales.
Part of the Company's expenses included in the cost of sales couldn't be reduced in parallel to the sales decrease, thus, the gross profit in the first quarter of 2008 grow smaller. In addition, the devaluation of the U.S. Dollar with relation to the local currency caused an increase in the Group's labor costs.

Development costs – Payton's R&D strategy is aimed on maintaining the leadership of the Planar Technology. The R&D department works in conjunction with R&D departments of the forerunners of today's global technology, and together they define tomorrow's technological needs. Costs were based upon time expended by the department's employees. The group's development costs for the three-month period ended March 31, 2008 were USD 190 thousand.

Selling & marketing expenses **–** The Group's selling & marketing expenses are based on the management policy and are not related to sales, except sales commissions to the Group's reps' and Marketing Personnel, which are calculated as a portion of sales. The Group's marketing efforts are concentrated through participation in major power electronic shows around the world and by collaborating with its worldwide rep's Network.

Taxes on income – The Company prepares its tax reports, to the Israeli tax authorities, in NIS. During the three-month period ended March 31, 2008 it accumulated losses in its tax reports, thus, a net tax benefit of USD 103 thousand was recognized (compared with a net tax expense of USD 234 thousand in the three-month period ended March 31, 2007). (See also note 3 to the financial statements as at 31.3.08).

3. <u>Liquidity</u>

A. Liquidity Ratios

The following table presents the financial ratios in the balance sheet:

Payton Planar Magnetics Ltd. Consolidated financial ratios			
	March 31, 2008	**December 31, 2007**	**March 31, 2007**
Current ratio[2]	4.62	4.57	4.29
Quick ratio[3]	4.19	4.16	3.84

B. Operating activities

Cash flow generated from operating activities for the three-month period ended March 31, 2008 amounted USD 1,297 thousand, compared with USD 2,663 thousand for the three-month period ended March 31, 2007. The decrease in Cash flow generated from operating activities resulted mainly from the decrease in the net profit for the period and of additional cash flow adjustments made to reconcile net income to net cash generated from operating activities - as detailed in the Condensed Interim Consolidated Statements of Cash Flow.

[2] Current ratio calculation – Current assets / Current liabilities
[3] Quick ratio calculation – (Current assets – Inventories) / Current liabilities

C. Investing activities

Cash flow used for investing activities in the three-month period ended March 31, 2008, amounted USD 1,061 thousand, compared with USD 1,649 thousand in the three-month period ended March 31, 2007.

Cash flow used for investing activities in the first quarter of 2008 resulted from investing in: marketable securities, deposits and in the property at Florida, U.S.A.

4. Financing sources

The Group financed its activities during the reported period from its own resources.

5. External factors effects

5.1 Revaluation of the local Israeli currency in relation to the U.S. Dollar leads to an increase in labor costs and other operating costs. Most of the Group's salaries and other operating costs are fixed in NIS, therefore, the operating results of the company is being negatively affected.

5.2 The company is subcontracting Chinese ventures. Devaluation of the U.S. Dollar with relation to the Chinese currency has an influence on the Group's cost of goods sold.

To the best of the Board of Directors' and management's knowledge, except the above mentioned, there have been no significant changes in external factors that may materially affect the Company's financial position or results of operations.

The Company's Board of Directors wishes to thank our shareholders for their continuance trust and belief.

The Company's Board of Directors wishes to extent its sincere thanks to the entire personnel for their efforts and contribution to the Group's affairs.

David Yativ
Chairman of the Board of Directors
and C.E.O.

Rishon Lezion, May 27, 2008.

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Review Report to the Board of Directors
Payton Planar Magnetics Ltd.

Introduction

We have reviewed the accompanying condensed interim consolidated balance sheet of Payton Planar Magnetics Ltd. as at March 31, 2008 and the related condensed consolidated interim statements of income, changes in shareholder's equity and cash flows for the three-month period then ended (interim financial information). Management is responsible for the preparation and presentation of this interim financial information in accordance with IAS 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on these interim financial statements based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We received review report of another auditor regarding the interim financial statements of a subsidiary whose assets constitute 9% of the total consolidated assets as at March 31, 2008 and whose revenues constitute 13% of the total consolidated revenues for the three month period then ended.

Conclusion

Based on our review, including the reading of the review report of the other auditor as stated above, nothing has come to our attention that causes us to believe that the accompanying consolidated interim financial information is not prepared, in all material respects, in accordance with IAS 34 "Interim Financial Reporting".

Somekh Chaikin
Certified Public Accountants (Isr.)
(A member of KPMG International)

May 27, 2008

Condensed Interim Consolidated Balance Sheets

	March 31 2008	March 31 2007	December 31 2007
	(Unaudited)	(Unaudited)	(Audited)
	$ thousands	$ thousands	$ thousands
Current assets			
Cash and cash equivalents	**9,350**	8,293	9,063
Marketable securities	**4,346**	919	3,628
Short-term deposits	**3,385**	3,347	3,185
Trade accounts receivable	**3,164**	4,176	4,277
Other accounts receivable	**188**	47	145
Inventory	**2,079**	1,969	1,982
Total current assets	**22,512**	18,751	22,280
Non-current assets			
Deposits	**5**	6	5
Other investment	**348**	348	348
Property, plant and equipment, net	**1,502**	617	1,337
Deferred taxes	**331**	176	122
Total non-current assets	**2,186**	1,147	1,812
Total assets	**24,698**	19,898	24,092

David Yativ	Michael Perez	Michal Lichtenstein
Chief Executive Officer and Chairman of the Board of Directors	Director	V.P. Finance & CFO

May 27, 2008

Condensed Interim Consolidated Balance Sheets (cont'd)

	March 31 2008	March 31 2007	December 31 2007
	(Unaudited)	(Unaudited)	(Audited)
	$ thousands	$ thousands	$ thousands
Liabilities and shareholder's equity			
Current liabilities			
Trade payables	**1,338**	1,542	1,584
Other payables	**2,222**	2,138	2,008
Current tax liability	**1,312**	692	1,283
Total current liabilities	**4,872**	4,372	4,875
Non-current liabilities			
Employee benefits	**140**	215	124
Total non-current liabilities	**140**	215	124
Shareholders' equity			
Share capital	**4,836**	4,836	4,836
Share premium	**8,993**	8,993	8,993
Accumulated earnings	**5,857**	1,482	5,264
Total shareholders' equity	**19,686**	15,311	19,093
Total liabilities and shareholders' equity	**24,698**	19,898	24,092

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

Condensed Interim Consolidated Statements of Income

	Three months ended March 31		Year ended December 31
	2008	**2007**	**2007**
	(Unaudited)	**(Unaudited)**	**(Audited)**
	$ thousands	**$ thousands**	**$ thousands**
Revenues	**3,429**	4,575	18,957
Cost of sales	**(2,064)**	(2,305)	(9,493)
Gross profit	**1,365**	2,270	9,464
Development costs	**(190)**	(158)	(581)
Selling and marketing expenses	**(313)**	(381)	(1,439)
General and administrative expenses	**(447)**	(453)	(1,963)
Capital gain on sale of fixed assets	**2**	-	-
Operating income	**417**	1,278	5,481
Finance income	**162**	117	586
Finance expense	**(89)**	(31)	(181)
Profit before income taxes	**490**	1,364	5,886
Income taxes (Note 3)	**103**	(234)	(974)
Net profit for the period	**593**	1,130	4,912
Basic and diluted earnings per ordinary share (in $)	**0.03**	0.06	0.28

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

Condensed Interim Statement of Changes in Shareholders' Equity

	Share capital				
	Number of shares	Amount	Share premium	Accumulated earnings	Total
		$ thousands			
Balance at January 1, 2008 (Audited)	**17,670,775**	**4,836**	**8,993**	**5,264**	**19,093**
Profit for the period (Unaudited)	**-**	**-**	**-**	**593**	**593**
Balance at March 31, 2008 (Unaudited)	**17,670,775**	**4,836**	**8,993**	**5,857**	**19,686**
Balance at January 1, 2007 (Audited)	17,670,775	4,836	8,993	352	14,181
Profit for the period (Unaudited)	-	-	-	1,130	1,130
Balance at March 31, 2007 (Unaudited)	17,670,775	4,836	8,993	1,482	15,311
Balance at January 1, 2007 (Audited)	17,670,775	4,836	8,993	352	14,181
Profit for the year (Audited)	-	-	-	4,912	4,912
Balance at December 31, 2007 (Audited)	17,670,775	4,836	8,993	5,264	19,093

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

Condensed Interim Consolidated Statements of Cash Flows

	Three months ended March 31		Year ended December 31,
	2008	**2007**	**2007**
	(Unaudited)	**(Unaudited)**	**(Audited)**
	$ thousands	**$ thousands**	**$ thousands**
Net operating activities			
Net profit for the period	**593**	1,130	4,912
Adjustments to reconcile net income to net cash generated from operating activities:			
Depreciation	**53**	53	207
Capital gain on sale of fixed assets	**(2)**	-	-
Increase (decrease) in employee benefits	**16**	21	(70)
Deferred taxes	**(209)**	(9)	45
Finance expenses from transactions with controlling shareholder	**-**	-	34
(Gain) loss on marketable securities	**(11)**	(4)	75
Translation differences in respect of cash and cash differences	**(51)**	(10)	(57)
Decrease in trade receivables	**1,113**	1,117	1,016
(Increase) decrease in other accounts receivable	**(43)**	21	(77)
Increase in inventory	**(97)**	(25)	(38)
(Decrease) increase in trade payables	**(308)**	(29)	8
Increase in other payables and tax liability	**243**	398	825
Cash flows generated from operating activities	**1,297**	2,663	6,880
Investing activities			
Purchase of marketable securities, net	**(707)**	(501)	(3,289)
Investment in property, plant and equipment	**(169)**	(136)	(1,014)
Investment in deposits, net	**(200)**	(1,012)	(849)
Proceeds from sale of fixed assets	**15**	-	9
Cash flows used for investing activities	**(1,061)**	(1,649)	(5,143)
Increase in cash and cash equivalents	**236**	1,014	1,737
Cash and cash equivalents at beginning of period	**9,063**	7,269	7,269
Translation differences in respect of cash and cash equivalents	**51**	10	57
Cash and cash equivalents at end of period	**9,350**	8,293	9,063
Supplementary disclosure			
Interest received in cash	**127**	77	436
Tax paid	**77**	1	91

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

Note 1 - General

A. Payton Planar Magnetics Ltd. ("the Company") was incorporated in December 1992. The Company is a subsidiary of Payton Industries Ltd. (the "Parent Company").

B. The Company develops, manufactures and markets planar power transformers for high density, high frequency off-line power supplies and operates abroad through its subsidiaries and distributors. Its manufacturing includes the manufacture of printed circuits.

Note 2 - Financial Reporting and Accounting Policies

A. The condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting". They do not include all the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements as at December 31, 2007.

B. The accounting policies applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the consolidated financial statements as at December 31, 2007. The statement of cash flows includes the reclassification of some items in immaterial amounts.

C. Results of operations for the three-month period ended March 31, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

D. The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended December 31, 2007.

E. **New standards and interpretations not yet adopted**

1. The IFRIC issued interpretation IFRIC 13 “Customer loyalty programmes” in June 2007. IFRIC 13 addresses accounting by entities that grant loyalty award credits (such as 'points' or travel miles) to customers who buy other goods or services. Specifically, it explains how such entities should account for their obligations to provide free or discounted goods or services ('awards') to customers who redeem award credits. The interpretation is effective for annual accounting periods beginning on or after July 1, 2008 and is not expected to have any effect on the consolidated financial statements.

Note 2 - Financial Reporting and Accounting Policies (cont'd)

E. New standards and interpretations not yet adopted (cont'd)

2. The IASB issued IFRS 8 "Operating Segments" in December 2006. This will replace IAS 14 "Segment Reporting". IAS 14 required identification of two sets of segments—one based on related products and services, and the other on geographical areas. Under IFRS 8 The identification of segments is based on the information about the components of the entity that management uses to make decisions about operating matters. IFRS 8 is effective for annual accounting periods beginning on or after January 1, 2009 and is not expected to have a material effect on the consolidated financial statements.

3. The IASB issued IAS 23 "Borrowing Costs" in March 2007, which supersedes IAS 23, revised in 1993. The amendments eliminate the option available under the previous version of the standard to recognize all borrowing costs immediately as an expense, to the extent that borrowing costs relate to the acquisition, construction or production of a qualifying asset. The revised Standard requires that they be capitalized as part of the cost of that asset. All other borrowing costs should be expensed as incurred. The revised Standard becomes mandatory for the Company's 2009 financial statements, and is not expected to have a material effect on the consolidated financial statements.

4. The IASB issued a revised version of IAS 1 "Presentation of Financial Statements" in September 2007, which supersedes IAS 1, revised in 2003. The changes made are to require information in financial statements to be aggregated on the basis of shared characteristics and to introduce a statement of comprehensive income. The revised standard gives preparers of financial statements the option of presenting items of income and expense and components of other comprehensive income either in a single statement of comprehensive income with subtotals, or in two separate statements (a separate income statement followed by a statement of comprehensive income). The revisions include changes in the titles of some of the financial statements to reflect their function more clearly (for example, the balance sheet is renamed a statement of financial position). The revised standard will become mandatory for the Company's 2009 financial statements, earlier application is permitted.
Adoption of IAS 1 is not expected to have a material effect on the Company's financial statements.

5. IFRS 3 (2008), "Business Combinations", refers also to business combinations executed only by contract. The definition of a business combination focusses on obtaining control; including a contingent consideration. The buyer can choose to measure the rights that do not confer control at their fair value on the date of acquisition, or according to the relative part of the fair value of the identified assets and liabilities of the acquired party. When the acquisition is effected by consecutive purchases of shares (purchase in stages), the identified assets and liabilities of the acquired party are recognized at their fair value when control is obtained. IFRS 3 (2008) shall apply to the financial statements of the Company for 2010 and is not anticipated to have an effect on the financial statements of the Company.

Note 2 - Financial Reporting and Accounting Policies (cont'd)

E. New standards and interpretations not yet adopted (cont'd)

6. IAS 27 (2008), "Consolidated and Separate Financial Statements", reflects changes in the accounting treatment of the rights of holders of non-controlling interests (the minority) and mainly discusses the accounting treatment of changes in ownership rights in subsidiaries after obtaining control, the accounting treatment of loss of control in subsidiaries, and the attribution of income or loss to the holders of the controlling and non-controlling interests of a subsidiary. IAS 27 shall apply to the financial statements of the Company for 2010. the standard is not anticipated to have an effect on the financial statements of the Company.

7. IFRS 2, "Share-Based Payment – Vesting Conditions and Cancellations", clarifies the vesting conditions that are to be reflected in the fair value as at the grant date, and explains the accounting treatment of instruments that have no vesting period and of cancellations. IFRS 2 shall apply to the financial statements of the Company for 2009. In the opinion of management, at this point the standard is not anticipated to have an effect on the financial statements of the Company.

Note 3 – Income Taxes

The report to the Israeli tax authorities is according to the financial statements in NIS. A tax loss was created as a result of the devaluation of the dollar in relation to the NIS. The Company recognized a deferred tax asset since it anticipates utilizing the tax loss in the foreseeable future.

Note 4 - Operating Segments

Segment information is presented in respect of the Group's geographical segments, which is based on the Group's management and internal reporting structure.

The primary format of reporting segment information is geographical, based on the location of customers.

	Three months ended March 31, 2008 (Unaudited)			
	Europe and Israel (mainly Europe)	America	Asia	Total
	$ thousands	$ thousands	$ thousands	$ thousands
Segment revenues	**1,242**	**797**	**1,390**	**3,429**
Segment result	**152**	**96**	**169**	**417**

Note 4 - Operating Segments (cont'd

	Three months ended March 31, 2007 (Unaudited)			
	Europe and Israel (mainly Europe)	America	Asia	Total
	$ thousands	$ thousands	$ thousands	$ thousands
Segment revenues	1,506	1,020	2,049	4,575
Segment result	421	285	572	1,278

	Year ended December 31, 2007 (Audited)			
	Europe and Israel (mainly Europe)	America	Asia	Total
	$ thousands	$ thousands	$ thousands	$ thousands
Segment revenues	6,040	4,096	8,821	18,957
Segment result	1,746	1,184	2,551	5,481