Registered	number:	03203503
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DIRECTOR'S REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2014

COMPANY INFORMATION

Director Offer Waterman

Registered number 03203503

Registered office Regina House

124 Finchley Road

London NW3 5JS

Independent auditors Nyman Libson Paul

Chartered Accountants & Statutory Auditors

Regina House 124 Finchley Road

London NW3 5JS

Bankers HSBC

19 Grosvenor Place Hyde Park Corner

London SW1X 7HT

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OFFER WATERMAN FINE ART LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MAY 2014 The director presents his report and the financial statements for the year ended 31 May 2014.

Results

The profit for the year, after taxation, amounted to £838,632 (2013 - £638,189).

The director recommends payment of an ordinary dividend.

Director

The director who served during the year was:

Offer Waterman

Director's responsibilities statement

The director is responsible for preparing the strategic report, the director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- · make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial instruments

The company has no financial instruments except for cash, trade debtors, bank loans and trade creditors all arising in the normal course of business.

The main financial risks to which the company is exposed include liquidity risk, cash flow risk, exchange rate risk and credit risk. These risks are managed by ensuring sufficient liquidity is available to meet the foreseeable needs of the company.

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MAY 2014

Auditors

The auditors, Nyman Libson Paul, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Disclosure of information to auditors

The director at the time when this director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditors are unaware, and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This report was approved by the board on 10 February 2015 and signed on its behalf.

Offer Waterman

Director

STRATEGIC REPORT FOR THE YEAR ENDED 31 MAY 2014

Business review

The director is satisfied with the performance of the company for the year and the growth achieved and hopes to improve upon this in the forthcoming year.

The company has a proven track record of profitability and continues to be successful in identifying trading opportunities at the top end of the market. The strategy therefore is to continue focus on this area, with an emphasis on comprehensive research for potential stock acquisitions. However, due to the nature of the art business, it is extremely difficult to predict future sales, but the director expects sales for the forthcoming financial year and the performance of the business to be at a similar level as the year under review.

Principal risks and uncertainties

The key business risks affecting the company are considered to be the general economic climate aligned with current trends relating to the popularity of individual artists. The company manages these risks through an ongoing process of monitoring and researching both the general economy, the market and demand for works of art.

Financial key performance indicators

The director does not consider, in the context of the art market, that there are any consistent key performance indicators which would be truly indicative of the company's underlying performance.

This report was approved by the board on 10 February 2015 and signed on its behalf.

Offer Waterman Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF OFFER WATERMAN FINE ART LIMITED

We have audited the financial statements of Offer Waterman Fine Art Limited for the year ended 31 May 2014, set out on pages 6 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of director and auditors

As explained more fully in the director's responsibilities statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the strategic report and the director's report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF OFFER WATERMAN FINE ART LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Anthony Pins (senior statutory auditor)

for and on behalf of **Nyman Libson Paul**

Chartered Accountants Statutory Auditors

Regina House 124 Finchley Road London NW3 5JS

10 February 2015

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OFFER WATERMAN FINE ART LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MAY 2014

		2014	2013
	Note	£	£
TURNOVER	1,2	8,743,745	6,712,077
Cost of sales		(6,366,668)	(4,518,789)
GROSS PROFIT		2,377,077	2,193,288
Distribution costs		(531,492)	(429,017)
Administrative expenses		(783,475)	(685,692)
OPERATING PROFIT	3	1,062,110	1,078,579
Income from other fixed asset investments		139	109
Loss on disposal of investments		(2,297)	-
Interest receivable and similar income		29,722	373
Amounts written off investments		3,852	(3,852)
Interest payable and similar charges	6	(11,822)	(20,893)
PROFIT ON ORDINARY ACTIVITIES BEFORE			
TAXATION		1,081,704	1,054,316
Tax on profit on ordinary activities	7	(243,072)	(416,127)
PROFIT FOR THE FINANCIAL YEAR	15	838,632	638,189

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the profit and loss account.

The notes on pages 9 to 16 form part of these financial statements.

OFFER WATERMAN FINE ART LIMITED REGISTERED NUMBER: 03203503

BALANCE SHEET AS AT 31 MAY 2014

	Note	£	2014 £	£	2013 £
FIXED ASSETS					
Tangible assets	8		45,523		55,902
CURRENT ASSETS					
Stocks	9	5,700,174		4,655,162	
Debtors	10	1,461,397		864,203	
Investments	11	-		160,836	
Cash at bank		184,499		229,425	
		7,346,070		5,909,626	
CREDITORS: amounts falling due within one year	12	(4,314,272)		(3,475,460)	
NET CURRENT ASSETS			3,031,798		2,434,166
TOTAL ASSETS LESS CURRENT LIAB	ILITIES		3,077,321		2,490,068
PROVISIONS FOR LIABILITIES					
Deferred tax	13		(4,628)		(6,007)
NET ASSETS			3,072,693		2,484,061
CAPITAL AND RESERVES					
Called up share capital	14		1,000		1,000
Profit and loss account	15		3,071,693		2,483,061
SHAREHOLDERS' FUNDS	16		3,072,693		2,484,061

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 10 February 2015.

Offer Waterman

Director

The notes on pages 9 to 16 form part of these financial statements.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MAY 2014

			-
	Note	2014 £	2013 £
Net cash flow from operating activities	20	(431,120)	436,962
Returns on investments and servicing of finance	21	18,039	(20,411)
Taxation	21	(89,116)	(166,758)
Capital expenditure and financial investment	21	(4,270)	(16,686)
Equity dividends paid		(250,000)	(227,500)
CASH (OUTFLOW)/INFLOW BEFORE MANAGEMENT			
OF LIQUID RESOURCES		(756,467)	5,607
Management of liquid resources	21	162,391	(6,046)
DECREASE IN CASH IN THE YEAR		(594,076)	(439)

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT FOR THE YEAR ENDED 31 MAY 2014

2014 2013 £ £

Decrease in cash in the year	(594,076)	(439)
Cash (inflow)/outflow from (increase)/decrease in liquid resources	(162,391)	6,046
CHANGE IN NET DEBT RESULTING FROM CASH		
FLOWS	(756,467)	5,607
Other non-cash changes	1,555	
MOVEMENT IN NET DEBT IN THE YEAR	(754,912)	5,607
Net debt at 1 June 2013	(459,739)	(465,346)
NET DEBT AT 31 MAY 2014	(1,214,651)	(459,739)

The notes on pages 9 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2014

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

1.2 Turnover

Turnover comprises revenue recognised by the company in respect of fine art and services supplied during the year, exclusive of Value Added Tax and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

S/Term Leasehold Property - over the terms of the lease Fixtures & fittings - 25% on written down value Office equipment - 33% on written down value

1.4 Investments

Investments held as current assets are shown at the lower of cost and net realisable value.

1.5 Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

1.6 Stocks

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

1.7 Pensions

The company makes contributions to the personal pension schemes of certain employees and the pension charge represents the amounts payable by the company to the fund in respect of the year.

1.8 Deferred taxation

Deferred taxation is provided at appropriate rates in all timing differences using the liability method only to the extent that, in the opinion of the director, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

1.9 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction. Exchange gains and losses are recognised in the profit and loss account.

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OFFER WATERMAN FINE ART LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2014

2. TURNOVER

An analysis of turnover by class of business is as follows:

2013	2014
£	£
6,712,077	8,743,745

Sale of fine art

All turnover arose within the United Kingdom.

3. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

		2014 £	2013 £
	Depreciation of tangible fixed assets:		
	- owned by the company	14,649	68,145
	Auditors' remuneration Auditors' remuneration - non-audit	4,000 13,541	4,000 19,625
		13,341	19,025
	Operating lease rentals:	50.027	42.000
	- other operating leases	58,937	43,000
	(Profit)/Loss on foreign currency	5,724	(12,215)
4.	STAFF COSTS		
Τ.		c 11	
	Staff costs, including director's remuneration, were as	follows:	
		2014	2013
		£	£
	Wages and salaries	226,851	227,217
	Social security costs	26,197	26,469
	Other pension costs	80,000	-
		333,048	252 696
		333,040	253,686
	The average monthly number of employees, includ follows:	ing the director, during	the year was as
		2014	2013
		No.	No.
	Sales and administration	5	5

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2014

5.	DIRECTOR'S REMUNERATION		
		2014	2013
	Company pension contributions to defined contribution pension schemes	£ 80,000	£
	During the year retirement benefits were accruing to 1 directo contribution pension schemes.		respect of defined
6.	INTEREST PAYABLE		
		2014 £	2013 £
	On bank loans and overdrafts Other interest payable	11,822	17,980 2,913
		11,822	20,893
7.	TAXATION		
		2014 £	2013 £
	Analysis of tax charge in the year Current tax (see note below)		
	UK corporation tax charge on profit for the year Adjustments in respect of prior periods	245,174 (723)	262,350 153,548
	Total current tax	244,451	415,898
	Deferred tax (see note 13)		
	Deferred tax charge/credit	(1,379)	229
	Tax on profit on ordinary activities	243,072	416,127

Factors affecting tax charge for the year

There were no factors that affected the tax charge for the year which has been calculated on the

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OFFER WATERMAN FINE ART LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2014

8. TANGIBLE FIXED ASSETS

	S/Term Leasehold Property £	Fixtures & fittings f	Office equipment £	Total £
Cost	_	_	_	_
At 1 June 2013	183,473	222,277	73,708	479,458
Additions			4,270	4,270
At 31 May 2014	183,473	222,277	77,978	483,728

	Depreciation				
	At 1 June 2013	183,472	170,561	69,523	423,556
	Charge for the year		12,929	1,720	14,649
	At 31 May 2014	183,472	183,490	71,243	438,205
	Net book value				
	At 31 May 2014	1	38,787	6,735	45,523
	At 31 May 2013	1	51,716	4,185	55,902
9.	STOCKS				
				2014	2013
				£	£
	Finished goods and goods for resale		=	5,700,174	4,655,162
10.	DEBTORS				
10.	DEDIORS			2014	2012
				2014 £	2013 £
	Trade debtors				
	Other debtors			1,085,895 355,534	435,790 391,338
	Prepayments and accrued income			19,968	37,075
			_	1,461,397	864,203
			_		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2014

11. CURRENT ASSET INVESTMENTS

	2014	2013
	£	£
Listed investments		160,836

Listed investments

The market value of the listed investments at 31 May 2014 was £nil (2013 - £170,074).

12. CREDITORS:

Amounts falling due within one year

	2014	2013
	£	£
Bank loans and overdrafts	1,399,150	850,000
Trade creditors	1,390,104	1,215,953
Corporation tax	574,145	418,810
Other creditors	250,761	342,091
Accruals and deferred income	700,112	648,606
	4,314,272	3,475,460

Included in creditors are a bank loan facility for £1,050,000 (2013: £850,000) and a bank overdraft of £349,150 (2013: £nil) which are secured by a fixed and floating charge over the assets of the company and by a £500,000 first charge over Offer Waterman's personal property.

13. DEFERRED TAXATION

	2014	2013
	£	£
At beginning of year	6,007	5,778
(Released during)/charge for year (P&L)	(1,379)	229

At end of year	4,628	6,007
The provision for deferred taxation is made up as follows:		
	2014 £	2013 £
Accelerated capital allowances	4,628	6,007

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OFFER WATERMAN FINE ART LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2014

14. SHARE CAPITAL

2014	2013
£	£
1,000	1,000
	£

15. RESERVES

At 31 May 2014

	loss account £
At 1 June 2013	2,483,061
Profit for the financial year	838,632
Dividends: Equity capital	(250,000)

	2014	2013
	£	£
Opening shareholders' funds	2,484,061	2,073,372
Profit for the financial year	838,632	638,189
Dividends (Note 17)	(250,000)	(227,500)
Closing shareholders' funds	3,072,693	2,484,061

17. DIVIDENDS

	2014 £	2013 £
Dividends paid on equity capital	250,000	227,500

18. PENSION COMMITMENTS

The company makes contributions to the personal pension scheme of the director. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund. The contributions made during the year amounted to £80,000 (2013 - £nil). There were no contributions outstanding at the year end.

Profit and

3,071,693

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2014

19. OPERATING LEASE COMMITMENTS

Increase in creditors

Impairment of current asset investments

At 31 May 2014 the company had annual commitments under non-cancellable operating leases as follows:

	Expiry date:	Land 2014 £	and buildings 2013 £
	After more than 5 years	58,000	58,000
20.	NET CASH FLOW FROM OPERATING ACTIVITIES		
		2014 £	2013 £
	Operating profit Depreciation of tangible fixed assets Increase in stocks Increase in debtors	1,062,110 14,649 (1,045,012) (597,194)	1,078,579 68,145 (704,269) (292,905)

134,327

291,264

(3,852)

	Net cash (outflow)/inflow from operating activities	(431,120)	436,962
21.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CA	SH FLOW STAT	EMENT
		2014 £	2013 £
	Returns on investments and servicing of finance		
	Interest received Interest paid Dividends received	29,722 (11,822) 139	373 (20,893) 109
	Net cash inflow/(outflow) from returns on investments and servicing of finance	18,039	(20,411)
		2014 £	2013 £
	Taxation		
	Corporation tax	(89,116)	(166,758)
		2014 £	2013 £
	Capital expenditure and financial investment		
	Purchase of tangible fixed assets	(4,270)	(16,686)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2014

21. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT (continued)

	2014	2013
	£	£
Management of liquid resources		
Purchase of short term listed investments	(13,978)	(6,046)
Sale of short term listed investments	176,369	-
Net cash inflow/(outflow) from management of liquid		
resources	162,391	(6,046)

22. ANALYSIS OF CHANGES IN NET DEBT

			non-cash	
	1 June 2013	Cash flow	changes	31 May 2014
	£	£	£	£
Cash at bank and in hand	229,425	(44,926)	-	184,499
Bank loans and overdrafts	(850,000)	(549,150)	-	(1,399,150)
	(620,575)	(594,076)		(1,214,651)
Liquid resources:				
Current asset investments	160,836	(162,391)	1,555	<u>-</u>
Net debt	(459,739)	(756,467)	1,555	(1,214,651)

Other

23. CONTROLLING PARTY

The company was under the control of its director, Offer Waterman, throughout the year.

24. RELATED PARTY TRANSACTIONS

During the year the company was invoiced rent of £100,562 (2013: £100,893) and purchased stock amounting to £nil (2013: £720) from Offer Waterman, a director of the company. Dividends of £250,000 (2013: £227,500) were paid to Offer Waterman during the year.

In addition to the above, Offer Waterman maintained a loan account with the company. The loan

account is unsecured and repayable on demand. Interest at 4% was charged by the company on amounts overdrawn and during the year interest of £nil (2013: £337) was payable by Offer Waterman. At the balance sheet date Offer Waterman was owed £ 195,456 (2013: £315,315) by the company.

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