AMENDED VERSION

COMPANY REGISTRATION NUMBER 2447155

SOLOMON FINE ARTS LIMITED FINANCIAL STATEMENTS FOR 31 MARCH 2003



SLAVEN JEFFCOTE LLP

Chartered Certified Accountants & Registered Auditors
1 Lumley Street
Mayfair
London
W1K 6TT

AMENDED VERSION

FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

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OFFICERS AND PROFESSIONAL ADVISERS

The director Lumley Management Limited

Company secretary JD Secretariat Limited

Registered office 1 Lumley Street

Mayfair London W1K 6TT

Auditors Slaven Jeffcote LLP

Chartered Certified Accountants

& Registered Auditors

1 Lumley Street

Mayfair London W1K 6TT

Bankers Allied Irish Bank (GB)

10 Berkeley Square

London W1X 6DN

THE DIRECTOR'S REPORT

YEAR ENDED 31 MARCH 2003

The director has pleasure in presenting his report and the financial statements of the company for the year ended 31 March 2003.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of trading in art and antiques.

THE DIRECTOR AND HIS INTERESTS IN SHARES OF THE COMPANY

The director who served the company during the year together with his beneficial interests in the shares of the company was as follows:

Ordinary	Shares	of £1	each
At			At
31 March 2003	1 .	April	2002

Lumley Management Limited

DIRECTOR'S RESPONSIBILITIES

Company law requires the director to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the director is required to select suitable accounting policies, as described on page 7, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The director must also 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. The director 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.

AUDITORS

A resolution to re-appoint Slaven Jeffcote LLP as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

THE DIRECTOR'S REPORT (continued)

YEAR ENDED 31 MARCH 2003

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Registered office:

1 Lumley Street

Mayfair

London

W1K 6TT

Signed by order of the director

JD SECRETARIAT LIMITED

Company Secretary

Approved by the director on 28/05/04

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

YEAR ENDED 31 MARCH 2003

We have audited the financial statements on pages 5 to 9 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

RESPECTIVE RESPONSIBILITIES OF DIRECTOR AND AUDITORS

As described in the Statement of Director's Responsibilities the company's director is responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Director's Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding director's remuneration and transactions with the company is not disclosed.

We read the Director's Report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the director in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 March 2003 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

SLAVEN JEFFCOTE LLP Chartered Certified Accountants & Registered Auditors

Slaver Joffwer W

1 Lumley Street Mayfair London W1K 6TT

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2003

	Note	2003 £	2002 £
TURNOVER		419,412	84,627
Cost of sales		353,705	80,211
GROSS PROFIT		65,707	4,416
Administrative expenses		10,322	8,066
OPERATING PROFIT/(LOSS)	2	55,385	(3,650)
Interest receivable Interest payable		4,7 0 7 -	1 (83)
PROFIT/(LOSS) ON ORÐINARY ACTIVITIE BEFORE TAXATION	s	60,092	(3,732)
Tax on profit/(loss) on ordinary activities	3	10,000	_
RETAINED PROFIT/(LOSS) FOR THE FINAL YEAR	NCIAL	50,092	(3,732)
Balance brought forward		126,945	130,677
Balance carried forward		177,037	126,945

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

BALANCE SHEET

31 MARCH 2003

			2003			2002	
	Note	£	£	£	£		
CURRENT ASSETS							
Stocks	4	1,888,276		1,422,302			
Debtors	5	172,656		217,429			
Cash at bank		38,309		1,949			
		2,099,241		1,641,680			
CREDITORS: Amounts falling due							
within one year	6	1,922,104		1,514,635			
NET CURRENT ASSETS			177,137		127,045		
TOTAL ASSETS LESS CURRENT	LIABI	LITIES	177,137		127,045		
CAPITAL AND RESERVES							
Called-up equity share capital	8		100		100		
Profit and loss account			177,037		126,945		
SHAREHOLDERS' FUNDS	9		177,137		127,045		
							

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

These financial statements were approved and signed by the director on

CO LUMLEY MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention.

The financial statements have been prepared on a going concern basis, which dependent upon continued support of the creditor.

Cash flow statement

The director has taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is small.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

Fixed assets

All fixed assets are initially recorded at cost.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

2. OPERATING PROFIT/(LOSS)

Operating profit/(loss) is stated after charging:

	2003	2002
	£	£
Auditors' fees	2,700	2,700
Net loss on foreign currency translation	673	272

3. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	J	0	•	2003	2002
				£	£
Current	tax:				
UK Co	orporation ta	x based on	the results for t	he year	
at 21.8	30% (2002 -	19%)		10,000	
Total cu	irrent tax			10,000	

£

1,422,302

SOLOMON FINE ARTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

3. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 21.80% (2002 - 19%).

	2003 £	2002 £
Profit/(loss) on ordinary activities before taxation	60,092	(3,732)
Profit/(loss)on ord actvs by rate of tax Tax losses carried forward	10,000	(709) 709
Total current tax (note 3(a))	10,000	
STOCKS		
	2003	2002

The company holds consignment stock that is legally owned by third parties, on terms that give the company the right to sell the stock in the normal course of business or, at the company's option return it unsold. The value of the consignment stock as at 31st March 2002 is £200,000. (2001:£200,000) and because the transfer of title has not crytallised this amount is not included in the balance sheet.

£

1,888,276

5. DEBTORS

Stock

4.

	2003	2002
	£	£
Trade debtors	89,217	217,180
VAT recoverable	1,107	249
Other debtors	82,332	_
	172,656	217,429

6. CREDITORS: Amounts falling due within one year

2003	2002
£	£
1,771,212	1,379,091
10,000	_
140,892	135,544
1,922,104	1,514,635
	£ 1,771,212 10,000 140,892

7. RELATED PARTY TRANSACTIONS

The ultimate controlling party is not known.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003

8. SHARE CAPITAL

Authorised share capital:

100 Ordinary shares of £1 each		2003 £ 100		2002 £ 100
Allotted, called up and fully paid:			200	
	2003		2002	
	No	£	No	£
Ordinary shares of £1 each	100	100	100	100

9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2003	2002
	£	£
Profit/(Loss) for the financial year	50,092	(3,732)
Opening shareholders' equity funds	127,045	130,777
Closing shareholders' equity funds	177,137	127,045