Company registration number: 08817865

Heritage Auctions UK Ltd

Financial statements

31 December 2018

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### Directors and other information

Directors Mr Ronald Steven Ivy

Company number 08817865

Registered office 6 Shepherd Street

London W1J 7JE

**Business address** 6 Shepherd Street

London W1J 7JE

Auditor Levy + Partners Limited

7-8 Ritz Parade Western Avenue

London W5 3RA

# Directors report (continued) Year ended 31 December 2018

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 31 December 2019 and signed on behalf of the board by:

Mr Konald Steven Ivy

Director

# Directors report Year ended 31 December 2018

The directors present their report and the financial statements of the company for the year ended 31 December 2018.

#### **Directors**

The directors who served the company during the year were as follows:

Mr Ronald Steven Ivy

#### Dividends

The directors do not recommend the payment of a dividend.

#### **Future developments**

The results of the year are satisfactory and directors expect an increase in sales in near future.

#### Financial instruments

The company's activities expose it to a variety of financial risks, including credit risks, capital risks and market risk. The company's overall management programme focuses on the unpredictability of financial markets and seeks to minimise the potential adverse effects on its financial performance. The company has in place policies to ensure sales are made to customers with an appropriate credit history.

# Directors responsibilities statement

The directors are responsible for preparing the strategic report, directors report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have 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 directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- · select sultable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are 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 them to ensure that the financial statements comply with the Companies Act 2006. They are 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.

#### Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware;
   and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any
  relevant audit information and to establish that the company's auditor is aware of that information.

# Strategic report Year ended 31 December 2018

#### **Business Strategy**

The directors have concentrated on obtaining new customers and invested in reasearch and quality control. The directors are confident that in the near future the steps taken will generate profits.

### Financial risk management objectives and policies

The company's activities expose it to a variety of financial risks, including credit risks and effects of foreign exchange rates, capital risk and market risk. The company's overall management programme focuses on the unpredictability of financial markets and seek to minimise the potential adverse effects on its financial performance. The company has in place policies to ensure sales are made to customers with an approriate credit history.

#### Going Concern

The company has made a loss during the year and had net current liabilities at the year end. The Parent undertaking will support to the company for the foreseeable future and they consider it appropriate to prepare the accounts on the going concern basis.

This report has approved by the board of directors on 31 December 2019 and signed on behalf of the board by:

Mr Ronald Steven Ivy

Director

#### Independent auditor's report to the members of Heritage Auctions UK Ltd Year ended 31 December 2018

#### Opinion

We have audited the financial statements of Heritage Auctions UK Ltd (the 'company') for the year ended 31 December 2018 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
  cast significant doubt about the company's ability to continue to adopt the going concern basis of
  accounting for a period of at least twelve months from the date when the financial statements are
  authorised for issue.

#### Other Information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### Independent auditor's report to the members of Heritage Auctions UK Ltd (continued) Year ended 31 December 2018

#### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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 the returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit.

#### Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

# Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit, we also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or
  error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is
  sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material
  misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion,
  forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

# Independent auditor's report to the members of Heritage Auctions UK Ltd (continued) Year ended 31 December 2018

- Conclude on the appropriateness of the directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### Use of our report

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.

Arvind Joshi FCA CTA DChA (Senior Statutory Auditor)

For and on behalf of Levy + Partners Limited Chartered Accountants and Statutory Auditors 7-8 Ritz Parade Western Avenue London W5 3RA

31 December 2019

# Statement of comprehensive income Year ended 31 December 2018

		2018	2017
	Note	£	£
Turnover	4	1,188,340	1,548,780
Cost of sales		(700,208)	(1,266,030)
Gross profit		488,132	282,750
Administrative expenses		(534,830)	(306,824)
Other operating income	5	7	-
Operating loss	6	(46,691)	(24,074)
Other interest receivable and similar income	9	1	13
Interest payable and similar expenses	10		(11,643)
Loss before taxation		(46,690)	(35,704)
Tax on loss	11	4,494	(4,494)
Loss for the financial year and total comprehensive income		(42,196)	(40,198)

All the activities of the company are from continuing operations.

# Statement of financial position 31 December 2018

		201	8	201	7
	Note	£	£	£	£
Fixed assets					
Tangible assets	13	22,494		16,163	
			22,494		16,163
Current assets					
Debtors	14	137,508		186,446	
Cash at bank and in hand		54,321		97,005	•
		191,829		283,451	
Creditors: amounts falling due					
within one year	15	(251,601)		(294,696)	
Net current liabilities			(59,772)		(11,245)
Total assets less current liabilities		•	(37,278)		4,918
Net (liabilities)/assets			(37,278)		4,918
Capital and reserves				,	
Called up share capital	17		100		100
Profit and loss account	18		(37,378)		4,818
Shareholders (deficit)/funds			(37,278)		4,918

These financial statements were approved by the board of directors and authorised for issue on 31 December 2019, and are figned on behalf of the board by:

Mr Ronald Seven Ivy

Company registration number: 08817865

# Statement of changes in equity Year ended 31 December 2018

	Called up share capital	Profit and loss account	Total
	£	£	£
At 1 January 2017	100	45,016	45,116
Loss for the year		(40,198)	(40,198)
Total comprehensive income for the year	-	(40,198)	(40,198)
At 31 December 2017 and 1 January 2018	100	4,818	4,918
Loss for the year		(42,196)	(42,196)
Total comprehensive Income for the year	-	(42,196)	(42,196)
At 31 December 2018	100	(37,378)	(37,278)

# Statement of cash flows Year ended 31 December 2018

	2018 £	2017 £
Cash flows from operating activities		
Loss for the financial year	(42,196)	(40,198)
Adjustments for:		
Depreciation of tangible assets	12,955	9,353
Impairment (reversal of) of tangible assets	-	49,703
Other interest receivable and similar income	(1)	(13)
Interest payable and similar expenses	-	11,643
Tax on loss	(4,494)	4,494
Accrued expenses/(income)	283	4,897
Changes in:		
Stocks	-	251,847
Trade and other debtors	48,938	(64,944)
Trade and other creditors	(38,884)	(307,561)
Cash generated from operations	(23,399)	(80,779)
Interest paid	-	(11,643)
Interest received	1	13
Tax paid	-	(15,814)
Net cash used in operating activities	(23,398)	(108,223)
Cash flows from Investing activities		
Purchase of tangible assets	(19,286)	-
Net cash (used in)/from Investing activities	(19,286)	
Net increase/(decrease) in cash and cash equivalents	(42,684)	(108,223)
Cash and cash equivalents at beginning of year	97,005	205,228
Cash and cash equivalents at end of year	54,321	97,005

# Notes to the financial statements Year ended 31 December 2018

#### 1. General information

The company is a private company limited by shares, registered in England. The address of the registered office is 6 Shepherd Street, London, W1J 7JE.

#### 2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

#### 3. Accounting policies

#### Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss

The financial statements are prepared in sterling, which is the functional currency of the entity.

#### Turnover

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have transferred to the buyer (usually on despatch of the goods); the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the entity; and the costs incurred or to be incurred in respect of the transactions can be measured reliably.

#### **Taxation**

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in capital and reserves. In this case, tax is recognised in other comprehensive income or directly in capital and reserves, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

### Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to profit or loss.

# Notes to the financial statements (continued) Year ended 31 December 2018

#### Tangible assets

Tangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated depreciation and impairment losses.

Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in capital and reserves, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in capital and reserves in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in capital and reserves in respect of that asset, the excess shall be recognised in profit or loss.

#### Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Plant and machinery - 20%% straight line
Fittings fixtures and equipment - 20%% straight line

If there is an indication that there has been a significant change in depreciation rate, useful life or residual value of tangible assets, the depreciation is revised prospectively to reflect the new estimates.

#### Impairment

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

When it is not possible to estimate the recoverable amount of an Individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

# Notes to the financial statements (continued) Year ended 31 December 2018

#### Financial instruments

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets or either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

#### Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised in finance costs in profit or loss in the period in which it arises.

#### 4. Turnover

Sale of goods

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

# Notes to the financial statements (continued) Year ended 31 December 2018

<b>5</b> .	Other operating income		
	• •	2018	2017
		£	£
	Other operating income	7	
			<u> </u>
6.	Operating loss		
	Operating loss is stated after charging/(crediting):		
		2018	2017
		£	£
	Depreciation of tangible assets	12,955	9,353
	Impairment of tangible assets recognised in:		
	Administrative costs	40.00	49,703
	Cost of stocks recognised as an expense	19,227	1,266,030
	Impairment of trade debtors	6,049	-
	Foreign exchange differences  Fees payable for the audit of the financial statements	3,538 3,550	3,550
	rees payable for the audit of the linancial statements	3,330	====
7.	Staff costs		
	The aggregate payroll costs incurred during the year were:		
		2018	2017
		£	£
	Wages and salaries	237,577	86,399
	Social security costs	28,397	2,087
	Other pension costs	3,728	
		269,702	88,486
8.	Directors remuneration		
	The directors aggregate remuneration in respect of qualifying services was:		
	30 - 3	2018	2017
		£	£
	Remuneration	-	40,000
9.	Other interest receivable and similar income		
		2018	2017
		£	£
	Bank deposits	1	13

# Notes to the financial statements (continued) Year ended 31 December 2018

# 10. Interest payable and similar expenses

11.

	.2018	2017
	£	£
Bank loans and overdrafts	-	11,643
Tax on loss		
Major components of tax income/expense		
	2018	2017
	£	£
UK current tax income/expense	(4,494)	4,494
Tax on loss	(4,494)	4,494

# Reconciliation of tax income/expense

The tax assessed on the loss for the year is higher than (2017: higher than) the standard rate of corporation tax in the UK of 19.00% (2017: 19.00%).

	2018 £	2017 £
Loss before taxation	(46,690)	(35,704)
Loss multiplied by rate of tax	(8,871)	(6,784)
Effect of expenses not deductible for tax purposes	673	
Effect of capital allowances and depreciation	(8,968)	11,811
Unrelieved tax losses	-	1,389
Tax on loss	(17,166)	6,416

# Notes to the financial statements (continued) Year ended 31 December 2018

#### 12. Earnings per share

Basic eamin	gs/(Ioss) p	er share		
The earnings	//Inee\ and	hetdniew I	AVELAGE	,

The earnings/(loss) and weighted average number of shares used in the calculation of basic earnings/(loss) per share are as follows:

	2018	2017
•	3	£
Loss for the year attributable to the owners of the company	(42,196)	(40,198)

# Diluted earnings/(loss) per share

The earnings/(loss) and weighted average number of shares used in the calculation of diluted earnings/(loss) per share are as follows:

	2018	2017
	£	£
Earnings/(loss) used in calculation of basic earnings/(loss) per share	(42,196)	(40,198)
	-	

# Tangible assets

	Plant and machinery	Total
	£	£
Cost		
At 1 January 2018	45,493	45,493
Additions	19,286	19,286
At 31 December 2018	64,779	64,779
Depreciation		
At 1 January 2018	29,330	29,330
Charge for the year	12,955	12,955
At 31 December 2018	42,285	42,285
Carrying amount		
At 31 December 2018	22,494	22,494
At 31 December 2017	16,163	16,163

# Notes to the financial statements (continued) Year ended 31 December 2018

#### 14. Debtors

15.

	2018	2017
	£	£
Trade debtors	3,826	6,049
Prepayments and accrued income	23,564	23,897
Other debtors	110,118	156,500
	137,508	186,446
	***************************************	
Creditors: amounts falling due within one year		
*	2018	2017
	£	£
Payments received on account		20.740

	£	£
Payments received on account	-	30,740
Trade creditors	42,248	35,495
Accruals and deferred income	5,180	4,897
Corporation tax	-	4,494
Other creditors	204,173	219,070
	251,601	294,696

# 16. Employee benefits

The amount recognised in profit or loss in relation to defined contribution plans was £3,728 (2017: £-).

# 17. Called up share capital issued, called up and fully paid

	2018		20	2017	
	No	£	No	£	
Ordinary shares of £ 1.00 each	100	100	100	100	

#### 18. Reserves

Profit and loss account:

This reserve records retained earnings and accumulated losses.

# Notes to the financial statements (continued) Year ended 31 December 2018

#### 19. Other financial commitments

Total future minimum lease payments under non-cancellable operating leases:

Land and buildings 2018	Land and buildings 2017	Other 2018	Other 2017
£	£	£	£
74,000	74,000	-	-
222,000	296,000	-	-
296,000	370,000		•
	buildings 2018 £ 74,000 222,000	2018 2017 € € 74,000 74,000 222,000 296,000	buildings buildings Other 2018 2017 2018 £ £ £  74,000 74,000 - 222,000 296,000 -

### 20. Controlling party

The company is controlled by its ultimate parent company "Heritage Capital Corporation" (USA) by virtue of 100% controlling interest.

### 21. Going concern

In assessing the appropriateness of the going concern assumption, the director has produced a cashflow projection.

This shows a significant net cash outflow for going concern period.

The financial statements have been prepared on the going concern basis on the grounds that the parent undertaking has indicated its ability to support the company to cover projected net cash outflows and therefore to meet its financial obligations as they fall due for a period of at least 12 months from the date on which these accounting statements are signed.

The financial statements make no provision for any adjustment should the going concern basis not be appropriate.