

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION**

CASE NO. 21-cv-1317

BURTON W. WIAND, not individually
but solely in his capacity as Receiver
for OASIS INTERNATIONAL
GROUP, LIMITED, *et al.*,

Plaintiff,

v.

ATC BROKERS LTD., DAVID
MANOUKIAN, and SPOTEX LLC,

Defendants.

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**PLAINTIFF'S MEMORANDUM IN OPPOSITION TO
DEFENDANT SPOTEX, LLC'S MOTION TO DISMISS**

Burton W. Wiand, not individually but solely in his capacity as the Court-appointed receiver (the “Receiver” or “Plaintiff”) over Oasis International Group, Limited (“OIG”), Oasis Management, LLC (“OM”), Satellite Holdings Company (“Satellite Holdings”), and their affiliates and subsidiaries, responds in opposition to Defendant Spotex, LLC’s (“Spotex”) Motion to Dismiss [DE 41].¹

INTRODUCTION

Spotex has advanced several arguments in its Motion to Dismiss which are based on fundamental misunderstandings of the pertinent case law and a gross distortion of the allegations that the Receiver has actually pleaded.² First, Spotex has claimed, without any legal authority, that the Receiver’s allegations of the existence of innocent shareholders are insufficient to plead standing. In fact, the Eleventh Circuit has acknowledged that a receiver may plead standing through allegations of the existence of an innocent shareholder. *Isaiah v. JPMorgan Chase Bank*, 960 F.3d 1296, 1306 (11th Cir. 2020) (citing *Freeman v. Dean Witter Reynolds, Inc.*, 865 So.2d 543, 551 (Fla. 2d DCA 2003)). Accordingly, the Receiver has sufficiently pleaded standing.

¹ OIG, OM, Satellite Holdings, Oasis Global FX, Limited (“OGNZ”), and Oasis Global FX, S.A. (“OGBelize”) (collectively, OGNZ and OGBelize, the “Oasis Pools”), are the “Oasis Entities” or “Receivership Entities.”

² As an example, Spotex has argued that the Receiver has continue[d] to allege . . . that the Receivership Entities lacked any innocent officers or directors.” (Mot. Dismiss at 4) (citing Am. Compl. ¶ 14.) While the Receiver alleged that Joseph Anile, Michael DaCorta and Raymond Montie served as members of OIG’s board of directors, the Receiver has not alleged that these were the only officers of OIG or any of the Receivership Entities. Also, this argument does not defeat the Receiver’s multiple allegations of the existence of innocent shareholders.

Second, Spotex has argued that the Receiver's detailed allegations regarding Spotex's knowledge and substantial assistance are "conclusory" without explaining how these allegations, which include detailed references to specific emails, could be interpreted as conclusory. This is not a case where a Ponzi scheme operator, as an authorized signatory on a demand deposit bank account, has authorized the deposit and withdrawal of funds, with a plaintiff alleging that the bank knew or should have known of a fraud being carried out away from the bank. On the contrary, because Spotex provided access to liquidity to, and acted as the back office for, the CFTC Defendants, Spotex had access to all aspects of the CFTC Defendants' trading in real time. The Receiver has pleaded explicitly that Spotex actually knew: (a) the CFTC Defendants were trading investor, or third-party, funds; (c) the trading was incurring massive losses; (c) the CFTC Defendants were making artificial "adjustments" on reports on Spotex's server to make the losing trades appear profitable; and (d) investors could not see the adjustments used to make the trading fictitiously profitable. These are simply not allegations of red flags requiring additional investigation. These facts were peculiarly within Spotex's own grasp, and rather than halting the CFTC Defendants' violations or ceasing to facilitate them, Spotex continued providing substantial assistance. These allegations are more than sufficient to state causes of action for aiding and abetting liability.

Third, Spotex has moved to dismiss Counts VI and VII, for gross negligence and negligence, respectively, because the Oasis Entities were allegedly "non-customers," even though the Receiver has explicitly alleged that they were customers

of Spotex. Alternatively, Spotex has claimed that the Receiver's claims should be denied because Spotex cannot be held derivatively liable for Manoukian's torts. However, while alleging that ATC referred the Oasis relationship to Spotex, the Receiver has not asserted any claims against Spotex that are derivative of the misconduct of ATC or Manoukian. Instead, the Receiver has asserted claims based on Spotex's own negligence and gross negligence.

Fourth, Spotex has claimed immunity under the Communications Decency Act (the "CDA"), an affirmative defense that requires proof of three elements: (1) Spotex was an interactive computer service; (2) the Receiver has claimed a cause of action that treats Spotex as a publisher or speaker of information; and (3) a different information content provider provided the information at issue. *Whitney Info. Network, Inc. v. Verio, Inc.*, No. 2:04-cv-462-FtM-29-SPC, 2006 WL 66724, at *2 (M.D. Fla. Jan. 11, 2006)). Here, Spotex has simply failed to address the second element, and its claim that it was a passive interactive computer service provider (which typically would include companies like Google, YouTube and Yahoo!) is conclusory at best. As such, the Court must reject Spotex's argument.

For the reasons stated herein, the Receiver respectfully requests that the Court deny Spotex's Motion to Dismiss.

ARGUMENT

I. The Receiver has Pleaded Standing by Alleging the Existence of an Innocent Shareholder in Accordance with *Isaiah* and *Freeman*

The purpose of a receivership is to “marshal and safeguard the[] assets” of the receivership entity. *Wiand v. Schnall*, No. 8:06-cv-706, 2007 WL 9723817, at *1 (M.D. Fla. Apr. 12, 2007). For this reason, “[i]t is axiomatic that [a receiver] obtain[s] the rights of action and remedies that were possessed by the person or corporation in receivership.” *Freeman*, 865 So.2d at 550 (citations omitted). Thus, in order to assert third party tort claims against Spotex, the Receiver must establish that the Receivership Entities are separate and distinct from the CFTC Defendants. *Id.* at 551. The Receiver has in this case by pleading the existence of innocent shareholders. (Am. Compl. ¶¶ 53, 56, 57, n.4); *Isaiah*, 960 F.3d at 1306 (citing *Freeman*, 865 So.2d at 551).

Spotex has conceded that the Receiver has pleaded the existence of at least one innocent shareholder. (Mot. Dismiss at 10) (citing Am. Compl. ¶¶ 53, 56, 57, n.4). Nevertheless, Spotex has argued that, after *Isaiah*, pleading the existence of an innocent shareholder is insufficient, and the Receiver must allege at least one innocent officer or director. (Mot. Dismiss at 10) (quoting *Isaiah*, 960 F.3d at 1308).

In fact, *Isaiah* explicitly acknowledged that, under binding Florida law, a receiver may plead standing by alleging that “the corporation in receivership has at least one honest member of the board of directors *or an innocent stockholder.*” *Isaiah*, 960 F.3d at 1306 (citing *Freeman*, 865 So.2d at 551). The *Isaiah* court never modified *Freeman*. *Id.* (“This case is indistinguishable from *Freeman*”). Undeterred, Spotex has

claimed that the *Isaiah* court's holding announced a new standard, contrary to *Freeman*, that only allegations of "innocent officers and directors" would suffice to plead standing—"and for good reason. This is because, unlike an officer or director of a company, a shareholder or lender would typically not have the ability to influence or control the company." (Mot. Dismiss at 10.) Spotex has not cited to any legal authority for this proposition, and *Isaiah* contains no such reasoning in the decision. By contrast, courts have granted standing to bankruptcy trustees based on allegations of the existence of an innocent shareholder. See *In re: Monahan Ford Corp. of Flushing*, 340 B.R. 1, 24 (Bankr. E.D.N.Y. 2006) (bankruptcy trustee had standing alleging existence of innocent shareholder who could have brought litigation); *In re: Sharp Intern. Corp.*, 278 B.R. 28, 37 (Bankr. E.D.N.Y. 2002).

Moreover, Spotex has attacked the Receiver's allegations that the CFTC Defendants controlled the Oasis Entities as negating the Receiver's ability to prove standing. However, while the CFTC Defendants controlled the Receivership Entities (*id.* ¶¶ 1, 14), the Receiver has not alleged that the CFTC Defendants "wholly dominated" the Receivership Entities or that their control was *exclusive*. *Isaiah*, 960 F.3d at 1307 (emphasis added), 1308 ("Like in *Freeman*, Isaiah's ability to pursue these claims is barred not by the doctrine of *in pari delicto*, but by the fact that the Receivership Entities were controlled *exclusively* by persons engaging in and benefitting from the Ponzi scheme, and so the Receivership Entities were not injured by that scheme") (citing *Freeman*, 865 So.2d at 550-51 (emphasis added)). There are also no

allegations that the “sole purpose” of the creation and operation of the Oasis Entities was to perpetuate a Ponzi scheme. *See O’Halloran v. First Union Nat. Bank of Florida*, 350 F.3d 1197, 1203 (11th Cir. 2003). Any occasion where an officer or director has harmed a corporation, the harm must be derived from some modicum of control. However, the absence of *exclusive* control, including the existence of an innocent shareholder, legally suffices to prove standing.

II. The Receiver’s Allegations Explicitly Detail Spotex’s Knowledge of the CFTC Defendants’ Breach of Fiduciary Duty and Fraud

Under Florida law, aiding and abetting a breach of fiduciary duty occurs where: “(1) the primary wrongdoer owes a fiduciary duty to the company; (2) the primary wrongdoer breaches her fiduciary duty; (3) the alleged aider and abettor has knowledge of this breach; and (4) the aider and abettor substantially assisted or encouraged the wrongdoing.” *Goldberg v. Raymond James Fin’l, Inc.*, Case No. 16-cv-21831, 2017 WL 7791564, at *5 (S.D. Fla. Mar. 27, 2017) (citations omitted). Spotex has not disputed the first two elements but has argued that the Receiver has failed to plead the latter two: Spotex’s knowledge of the CFTC Defendants’ fraud and breach of fiduciary duty and substantial assistance. The Receiver has included numerous paragraphs with allegations that Spotex had actual knowledge of the underlying, primary violations by the CFTC Defendants. As discussed below, these allegations sufficiently plead Spotex’s actual knowledge of the underlying fraud or breach of fiduciary duty and the substantial assistance Spotex provided to the CFTC Defendants.

A. Spotex had Actual Knowledge

Under Florida law, aiding and abetting liability requires proof that “a defendant have actual ‘knowledge of the underlying fraud or breach of fiduciary duty,’ not merely that certain ‘red flags’ indicate a defendant ‘should have known’ of the breach.” *Honig v. Kornfeld*, 339 F. Supp. 3d 1323, 1343 (S.D. Fla. 2018) (quoting *Lamm v. State Street Bank & Trust*, 749 F.3d 938,950 (11th Cir. 2014)). “[W]hile the element of actual knowledge may be alleged generally, the plaintiff still must accompany that general allegation with allegations of specifics [sic.] ‘facts that give rise to a strong inference of actual knowledge regarding the underlying fraud.’” *Lawrence v. Bank of America, N.A.*, No. 8:09-cv-2161-T-33TGW, 2010 WL 3467501, at * 3 (M.D. Fla. Aug. 30, 2010) (citations omitted).

The Receiver has pleaded facts which provide a strong inference of actual knowledge. Spotex provided access to liquidity for the CFTC Defendants, maintained the back-office functions for the Oasis Entities, provided server space and shared commissions from the trading by the CFTC Defendants. (Am. Compl. ¶¶ 41, 102.) As a result, Spotex had immediate possession of all of the Oasis Entities’ trading records and subaccount records for each of the Oasis Pools’ investors. Spotex treated the Oasis Entities as its own clients, and the CFTC Defendants relied on Spotex to provide tech support, access to the trading platform and to generate back-office reports. (*Id.* at ¶¶ 76, 107(a), 107(b)). Spotex knew that the Oasis Pools had multiple investors because Spotex exchanged emails with the CFTC Defendants with reports pertaining

to individual investors, who were identified by name, along with details reflecting massive losses for each of their respective subaccounts. (*Id.* ¶¶ 111, 117.)

These reports, which Spotex possessed on its server and which were also emailed to it, included “adjustments” that were added to each of the subaccounts, which changed the losses for the subaccounts into fictitious profits. (*Id.* 123-124.) Based on one email from Manoukian, Spotex knew that the reports published by the CFTC Defendants through the investor-facing side of the portal made the adjustments invisible. (*Id.* ¶¶ 125.) Thus, Spotex knew that an investor reviewing his, her or its investment statement would see profitable trading because of the omission of the adjustments. Moreover, in July 2018, the CFTC Defendants requested Spotex to automate this process of applying the loss hiding adjustments, which Spotex did. (*Id.* ¶ 120-122.)

Spotex’s knowledge of one particular component, such as the losses from the CFTC Defendants’ trading alone, might not give rise to an inference of actual knowledge. *See JP Morgan Chase Bank v. Winnick*, 406 F. Supp.2d 247, 254 (S.D.N.Y. 2005). However, in the context of the additional materials that Spotex possessed, including emails sent to Spotex, the Receiver has alleged a strong inference that Spotex actually knew that the CFTC Defendants’ trading was unprofitable and that the CFTC Defendants were misrepresenting to investors that the trading was profitable. *Id.* at 254-55; *Allied Irish Banks, P.L.C. v. Bank of America, N.A.*, No. 03 Civ. 3748 (DAB), 2006 WL 278138, at *11 (S.D.N.Y. Feb. 2, 2006) (actual knowledge pleaded where primary violator trading forex told defendant prime bank to omit information “from daily trade

confirmations, monthly reports and communications because he sought to conceal such information from his employer”); *Perlman v. Bank of America, N.A.*, No. 11-cv-80331, 2011 WL 13108060, at * 9 (S.D. Fla. Dec. 22, 2011); *Woodward v. Metro Bank of Dallas*, 522 F.2d 84, 97 (5th Cir. 1075).

Regardless of whether Spotex now claims the allegations only infer that it *should have known* that “the back-office adjustments were being used to conceal trading losses from investors” (Mot. Dismiss at 14), Spotex nevertheless knew that the investment reports made available to investors omitted to disclose the loss hiding adjustments. Even if Spotex believed the application of loss hiding adjustments served some business purpose, the knowledge of the concealment of the adjustments, and resulting misleading account values to the positive, is more than sufficient to prove actual knowledge of the fraud and breach of fiduciary duty.

B. The Receiver has Pleaded Substantial Assistance

Contrary to Spotex’s claims that the Receiver has accused Spotex of failing to act (*id.* at 15), many of the allegations supporting a strong inference of Spotex’s actual knowledge also establish Spotex’s affirmatively rendering substantial assistance. “Substantial assistance occurs when a defendant affirmatively assists, helps conceal or fails to act when required to do so, thereby enabling the breach to occur.” *Acquent LLC v. Stapleton*, 65 F. Supp. 3d 1339, 1350 (M.D. Fla. 2014); *Goldberg*, 2017 WL 7791564 at *6 (same). There should be no doubt that Spotex helped conceal the fraud through the loss hiding adjustments

As set forth above, Spotex was the liquidity provider and generated reports on which the CFTC Defendants relied for their violations. (Am. Compl. ¶¶ 41, 116.) Spotex created a software suite through which the CFTC Defendants could apply fictitious adjustments for the purpose of skewing trading results which reflected consistent losses and created a portal interface for investors that would hide those adjustments. (*Id.* ¶ 116, 120-25.) At a minimum, Spotex rendered substantial assistance by automating the process by which the CFTC Defendants could manipulate the trading results through adjustments. These facts clearly demonstrate substantial assistance on the part of Spotex.

III. The Receiver has Pleaded that Spotex Owed a Duty to the Oasis Entities

In Florida, a duty may arise when one undertakes to provide a service to others and, thus, assumes a duty to act carefully and not create an undue risk of harm to others. *Clay Elec. Co-op., Inc. v. Johnson*, 873 So. 2d 1182, 1186 (Fla. 2003) (reversing summary judgment because duty existed under specific circumstances of that case); *see also* Restatement (Second) of Torts § 324A (1965). Specifically, “[v]oluntarily undertaking to do an act that if not accomplished with due care might increase the risk of harm to others or might result in harm to others due to their reliance upon the undertaking confers a duty of reasonable care, because it thereby ‘creates a foreseeable zone of risk.’” *Union Park Mem’l Chapel v. Hutt*, 670 So. 2d 64, 67 (Fla. 1996) (quoting *McCain v. Fla. Power Corp.*, 593 So. 2d 500, 503 (Fla. 1992)).

Spotex has disclaimed any duty owed to the Receivership Entities because the Oasis Entities were supposedly non-customers and has complained that it cannot be

held liable derivatively for Manoukian’s torts. (Mot. Dismiss at 16-18.) However, the Receiver has alleged facts demonstrating that the Oasis Entities were customers of Spotex, as well as ATC. Manoukian was the prime negotiator on behalf of Spotex for the services that Spotex provided to the Oasis Pools. (*Id.* ¶ 29.) The Oasis Entities required a “white label” software suite to provide online account records with back-office tasks. (*Id.* ¶ 75.) The Oasis Pools entered into agreements with ATC for ATC to provide this “white label” software suite. (*Id.* ¶ 75.) In reality, ATC did not provide these services and, instead, referred the Oasis Entities to Spotex. (*Id.*) Spotex was the primary conduit for third-party liquidity providers, meaning that Spotex provided the electronic trading platform and access to liquidity that was necessary to carry out the Ponzi scheme, and shared commissions from the Oasis Pools’ trading with ATC. (*Id.* ¶ 41, 102.) As a result, the Oasis Entities were customers of Spotex, even in the absence of a contract, and ATC.³ (*Id.* ¶ 76.)

Spotex monitored DaCorta’s trading and knew about margin calls, excessive exposure, excessive credit usage and trading losses, as evidenced by emails that Spotex sent to DaCorta directly. (*Id.* ¶ 113.) Nevertheless, Spotex has argued that this close relationship, as evidenced by the detailed allegations regarding Spotex’s handling of the Oasis Pools’s access to liquidity, should be analogized to a non-customer’s

³ The Receiver has sued Spotex for its own acts and omissions and has not sued it based on any acts or omissions of Manoukian, as an agent of Spotex, at this time. However, the Court should note that Manoukian was an owner of Spotex. (Am. Compl. ¶ 24.) When Anile and DaCorta were considering acquiring Spotex, or a substantial position therein, Manoukian had sufficient control over management that Spotex entrusted him to deliver due diligence documents to Anile and DaCorta. (*Id.* ¶ 29.)

relationship with a bank. (Mot. Dismiss at 12.) Spotex is not a bank and clearly went well beyond providing simple custodial and ministerial services that a bank provides.

The Receiver has not asserted any claims against Spotex (or ATC) related to any fraud in connection with suspicious activity the deposit and withdrawal of third-party funds in and out of any demand deposit account held with Spotex or ATC. *See Wiand v. Wells Fargo Bank, N.A.*, 938 F. Supp. 2d 1238, 1247-48 (M.D. Fla. 2013). Based on the relationship between Spotex and the Oasis Entities, the Receiver has alleged clear duties owed by Spotex and the basis for them, including duties (a) to ensure its platform would not be used for any illegal or fraudulent trading; and (b) to administer the ATC accounts for the Oasis Pools in accordance with minimum industry standards. (Am. Compl. ¶¶ 170-71.) These allegations are not conclusory and are consistent with the duties recognized in *Clay Electric*, *Union Park*, and *McCain*.

IV. Spotex has Failed to Demonstrate Entitlement to Immunity under the Communications Decency Act, 47 U.S.C. § 230

Finally, Spotex has also claimed immunity under Section 230 of the Communications Decency Act, 47 U.S.C. Courts have held that Section 230 immunity requires proof that: “(1) defendant be a service provider or user of an interactive computer service; (2) the cause of action treats a defendant as a publisher or speaker of information; and (3) a different information content provider provided the information.” *Verio*, 2006 WL 66724, at *2. *See F.T.C. v. Accusearch Inc.*, 570 F.3d 1187, 1196 (10th Cir. 2009); *F.T.C. v. LeadClick Media, LLC*, 838 F.3d 158, 173 (2d Cir. 2016); *Lemmon v. Snap, Inc.*, 995 F.3d 1085, 1091 (9th Cir. 2021). If a defendant “fails

to satisfy any one of the three, it is not entitled to immunity.” *Accusearch Inc.*, 570 F.3d at 1196. Spotex’s immunity argument must fail because Spotex has failed to satisfy these elements, including utterly ignoring the second element. For these reasons, the Court must deny Spotex’s argument on immunity. *See National Coalition on Black Civic Participation v. Wohl*, No. 20 Civ. 8668, 2021 WL 4254802, at *6 (S.D.N.Y. Sept. 17, 2021) (dismissal unwarranted if any element is lacking on the face of the complaint).

A. Spotex has Failed to Allege it is an “Interactive Computer Service”

Immunity is unavailable unless a defendant, like Spotex, can prove that it is a provider or user of an “interactive computer service.” However, in its Motion, Spotex has failed to explain how it qualifies as an “interactive computer service.”

The CDA defines interactive computer service as “any information service, system, or access software provider that provides or enables computer access by multiple users to a computer server, including specifically a service or system that provides access to the Internet and such systems operated or services offered by libraries or educational institutions.” 47 U.S.C. § 230(c). Courts have included within this definition internet service providers, website exchange systems, online message boards and search engines. *LeadClick Media*, 838 F.3d at 175; *see Dyroff v. Ultimate Software Group, Inc.*, 934 F.3d 1093, 1097 (9th Cir. 2019) (“The prototypical service qualifying for [CDA] immunity is an online messaging board (or bulletin board) on which Internet subscribers post comments and respond to comments posted by others”) (citation omitted). However, there are no cases where a court has included the back-office for a financial institution within this definition, and Spotex has cited

“no case law applying the definition of ‘interactive service provider’ in a similar context” *LeadClick Media*, 838 F.3d at 175.

Moreover, Spotex has failed to identify the factual allegations in the Amended Complaint that support a finding that Spotex was an interactive computer service under the statute. For example, Spotex has stated, in conclusory fashion, that all of the Receiver’s claims are barred by immunity “because Spotex is a passive ‘interactive computer service.’” (Mot. Dismiss at 19.)⁴ Spotex has supplied the Court with no explanation about how it was an interactive computer service, and the only allegations cited by Spotex concern Spotex’s monitoring the CFTC Defendants’ trading and generating reports that illegally skewed the trading to appear profitable, when it was not. Yet, Spotex has failed to provide a nexus between these allegations, which deal with Spotex’s knowledge of the CFTC Defendants’ activities, and Spotex’s conduct as an interactive computer servicer, which should be required to prove entitlement to the immunity afforded to YouTube, Google, Yahoo!, AOL and others.⁵

Notwithstanding the absence of any allegations in the Amended Complaint

⁴ Spotex has claimed that “[t]o survive a motion to dismiss, a complaint must therefore allege that the defendant acted as an ‘information content provider,’” relying on *In re BitConnect Sec. Litig.*, No. 18-cv-80086-MIDDLEBROOKS, 2019 WL 91404318, at *12 (S.D. Fla. Aug. 23, 2019). (Mot. Dismiss at 20.) However, this statement assumes already that the defendant is an interactive computer service (and that the defendant was the publisher or speaker of information). In *BitConnect*, the parties did not dispute that YouTube was an interactive computer service. *BitConnect*, 2019 WL 91404318 at *12. Here, Spotex has not set forth, in the first instance, any support or evidence that it was an interactive computer service and has simply concluded it was. That alone merits denying Spotex’s Motion.

⁵ Under the statute, an interactive computer service provides or enables computer access by multiple users to a computer server.

from which Spotex could prove it is an “interactive computer service,” which precludes dismissal, Spotex cannot prove that it provided or enabled computer access by multiple users to a computer server to fit within the definition. Spotex provided back-office support for the CFTC Defendants in connection with providing access for investors to account information. Each investor had access to his, her or its unique account records. These records were private, and access to these records was shielded from the public, as well as other investors, through a login and password. Accordingly, Spotex never provided or enabled access by multiple users to a computer server.

Without proof that Spotex was an interactive computer service, the Court cannot conclude that Spotex is entitled to immunity under Section 230.

B. Spotex’s Motion has Failed to Demonstrate any Claims by the Receiver Treating Spotex as the Publisher or Speaker of Information

While Spotex’s Motion was conclusory, at best, regarding its status as an “interactive computer service,” Spotex completely failed even to address the second element for immunity which requires proof that the Receiver has brought claims treating Spotex as the publisher or speaker of information. Because the Receiver’s claims are not derived from Spotex’s “status or conduct as a ‘publisher or speaker,’” Spotex cannot claim immunity pursuant to Section 230. *Barnes v. Yahoo!, Inc.*, 570 F.3d 1096, 1102 (9th Cir. 2009) (“[C]ourts must ask whether the duty that the plaintiff alleges the defendant violated derives from the defendant’s status or conduct as a ‘publisher or speaker.’ If it does, section 230(c)(1) precludes liability”).

In the context of Section 230, “‘publication’ generally ‘involve[s] reviewing,

editing, and deciding whether to publish or to withdraw from publication third-party content.” *Lemmon*, 995 F.3d at 1091; see *Barnes*, 570 F.3d at 1102 (“One dictionary defines ‘publisher,’ in relevant part, as ‘the reproducer of a work intended for public consumption’ and also as ‘one whose business is publication’”) (citing Webster’s Third New International Dictionary 1837 (Philip Babcock Gove ed., 1986)). It is doubtful that the delivery of account record information for financial transactions, which are *not* intended for public consumption, could ever fall within this definition. Moreover, there should never be any “editorial decision” regarding the delivery of account record information to a customer concerning his, her or its investment in a financial instrument, since the person would owe a duty of care not to supply false information in the guidance of customers. *See* Restatement of Torts (2d) § 552(1) (duty of care for professionals not to supply false information in the guidance of others in business transactions). The Court should note that Spotex has failed to identify any cases involving any financial institutions providing back-office services as a “publisher” of information, and the undersigned has found none.

The Receiver has brought claims against Spotex for aiding and abetting the CFTC Defendants’ fraud and breach of fiduciary duty (Counts I and II) and gross and simple negligence (Counts VI and VII). The Receiver has not alleged that Spotex published false and misleading information. Instead, the Receiver has claimed that “the CFTC Defendants committed fraud by . . . creating false investor account records” that falsely presented profitable trading, concealing massive losses. (Am. Compl. ¶ 133, 168.) Ultimately, Spotex created or developed reports that incorporated

artificial “adjustments” that manipulated losing trades into fictitious, profitable trades. (*Id.* ¶ 107.) But the CFTC Defendants—not Spotex—delivered the false account records to investors with the Oasis logo—not Spotex’s. (Am. Compl. 107) (“ . . . Spotex . . . provided the CFTC Defendants with various back-end/back-office reports that would and did manipulate via back-end/back-office ‘adjustments’ trading losses into fictitious trading profits and would publish the fictitious profits (and remove the losses) to the online portal viewable by investors . . . and brand[ed] ‘white label software with the Oasis logo’”).

Even assuming Spotex “published” account records to investors,⁶ the claims rise or fall independently of any such publication, and courts have denied similar claims of immunity. *See Lemmon*, 995 F.3d at 1093 (rejecting Section 230 immunity for social media publisher because product defect claims did not arise from publication or speaking information); *see also Doe Internet Brands, Inc.*, 824 F.3d 846, 853 (9th Cir. 2016) (denying Section 230 immunity where tort duty did “not arise from an alleged failure to adequately regulate access to user content or to monitor internal communications that might send up red flags about sexual predators”); *McDonald v. LG Electronics USA, Inc.*, 219 F. Supp.3d 533, 538 (D. Md. 2016) (negligence and breach of implied warranty claims survived Section 230 immunity challenge because they did “not necessarily seek to hold Amazon liable as a ‘publisher or speaker’”).

⁶ The Receiver has not asserted any claims on behalf of the investors in the Oasis Ponzi scheme, underscoring the fact that the claims are not dependent on publication of information to such investors.

Here, the Receiver's claims are not derived from Spotex's alleged publication of fraudulent account records to investors. Instead, the Receiver is seeking to hold Spotex responsible for its actions in aiding and abetting the CFTC Defendants' violations by designing a flawed system which generated false account records.

C. Spotex Was Responsible, in Part, for the Development of False Account Records

As stated above, the Court should deny Spotex's immunity argument because it is clearly deficient in failing to address the first and second elements. Regarding the third element, Spotex has argued that the Receiver provided insufficient factual allegations for the Court to conclude that Spotex was an information content provider. (Mot. Dismiss at 19.) According to Spotex, it simply provided a neutral software tool that would support ATC's client's and generate various back-office tasks through." (Mot. Dismiss at 24.) Nevertheless, Spotex's Motion has failed to elaborate how its software was "neutral," which presents a factual inquiry that is inappropriate for deciding on a motion to dismiss.

Contrary to Spotex's claim that it could not "be held liable for information originating with third-party users of the service including the Receivership Entities" (Mot. Dismiss at 23), the CDA defines an information content provider as "any person or entity that is responsible, in whole or in part, for the creation or development of information provided through the internet or any other interactive computer service." 47 U.S.C. § 230(f)(3). The CDA did not define "responsible" or "development." However, Courts have interpreted "responsible" to mean acting as more than a neutral

conduit for the offensive conduct and “develop” as meaning “the act of drawing something out, making it ‘visible,’ ‘active,’ or ‘usable.’” *Accusearch*, 570 F.3d at 1199. “Similarly, the Ninth Circuit has held that ‘a website helps to develop unlawful content, and thus falls within the exception to section 230, if it contributes materially to the alleged illegality of the conduct.” *Fair Housing Council of San Fernando Valley v. Roommates.com*, 521 F.3d 1157, 1168 (9th Cir. 2008).

Here, the Receiver has alleged facts demonstrating that Spotex was responsible, at least in part, for the development of false account records. The Receiver has alleged that Spotex, which shared commissions derived from the CFTC Defendants’ illegal trading with ATC (Am. Compl. ¶ 102) and created the software that the CFTC Defendants used to perpetrate the underlying fraud. (Am. Compl. ¶ 41, 106.) It was through this software that the CFTC Defendants generated account records, with the Oasis logo, that the CFTC Defendants made available to investors. Spotex provided the back-office functions for the CFTC Defendants as the primary conduit for third-party liquidity providers. (Am. Compl. ¶ 41.)

However, Spotex did not simply republish financial information it obtained from a third party. *See Ben Ezra, Weinstein, and Co., Inc. v. America Online, Inc.*, 206 F.3d 980 (10th Cir. 2000) (Section 230 immunity barred claims where service republished inaccurate financial information obtained from third party). Spotex also created the software that allowed the CFTC Defendants to input large “adjustments” to the trading data from third-party liquidity providers, converting losing trades into fictitious, profitable trades. (Am. Compl. ¶ 107.) These “adjustments” served no

purpose other than to mask, alter, cover up, disguise and conceal the CFTC Defendants' massive losses. (Am. Compl. ¶ 116.) Moreover, as alleged in the Amended Complaint, Spotex, along with Defendants ATC and Manoukian, automated the large "adjustments" for the CFTC Defendants after July 2018, knowing that these adjustments were invisible to the investors. (Am. Compl. ¶ 122-126.)

At the very least, assuming the Court finds that Spotex was an interactive computer service and that the Receiver's claims treat Spotex as a publisher of violative information, the Court cannot resolve the issue of whether Spotex was an information content provider on a motion to dismiss.

V. Worst Case Scenario, the Receiver Can Re-Plead

For the above-discussed reasons, the Receiver has sufficiently alleged his claims against Spotex. However, if this Court disagrees, the Receiver has the right to re-plead to correct and/or add relevant allegations.

CONCLUSION

Spotex's Motion to Dismiss has attempted to distort the relevant legal standards pertinent to the claims brought in this action, as well as spin the well-pleaded allegations of the Amended Complaint to fit within Spotex's legal arguments. The Receiver has sufficiently pleaded his standing and his claims against Spotex, which should be viewed in the light most favorable to the Receiver. This Court should fully deny Spotex's Motion to Dismiss and provide the Receiver the opportunity to prove the allegations at trial.

Dated: December 13, 2021

Respectfully submitted,

SALLAH ASTARITA & COX, LLC
Counsel for the Receiver
3010 North Military Trail, Suite 210
Boca Raton, FL 33431
Tel.: (561) 989-9080
Fax: (561) 989-9020

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Fla. Bar No. 0848301
Email: jak@sallahlaw.com

CERTIFICATE OF SERVICE

I certify that on December 13, 2021, I electronically filed the foregoing with the Clerk of the Court by using the CM/ECF system, which will send a notice of electronic filing to counsel of record.

/s/James D. Sallah
James D. Sallah, Esq.

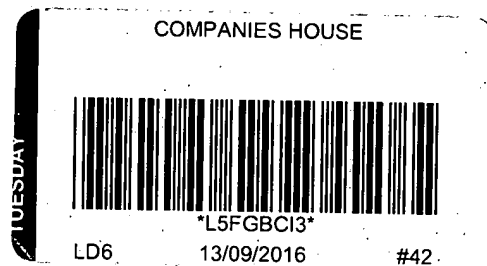
EXHIBIT A

Registered number: 08036570

ATC BROKERS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2016



ATC BROKERS LIMITED

COMPANY INFORMATION

Directors	Mr D Manoukian Mr J Manoukian Mr V Ruscak
Registered number	08036570
Registered office	2nd Floor Waverley House 7-12 Noel Street London W1F 8GQ
Independent auditors	Ecovis Wingrave Yeats LLP Chartered Accountants & Statutory Auditor Waverley House 7-12 Noel Street London W1F 8GQ

ATC BROKERS LIMITED

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Statement of comprehensive income	6
Balance sheet	7
Statement of changes in equity	8
Statement of cash flows	9
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ATC BROKERS LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 30 APRIL 2016**

Introduction

The principal activity of the company is to provide online trading solutions within the foreign exchange industry to clients ranging from retail to institutional traders.

Business Review

The directors are of the opinion that the company is in a good position to progress into the next financial year and believe that their expertise should help ensure that the company is successful.

Principal risks and uncertainties

The principal risk for the company is its exposure to the volatility of economic conditions and possible economic downturns. Such downturns will likely have an impact on investor confidence, which will likely impact the frequency and value of trades undertaken by customers.

Further, the wider cost of regulation and compliance related to the company's registration with the FCA means the directors will continue to seek operational efficiencies to offset such costs.

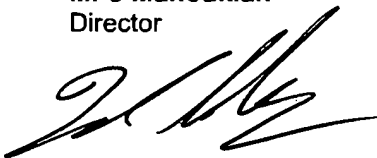
Financial key performance indicators

Turnover: 2016 - £958,525 (2015 - £148,456)

Operating profit: 2016 - £366,288 (2015 - Loss £259,844)

This report was approved by the board on *August 23, 2016* and signed on its behalf.

Mr J Manoukian
Director



ATC BROKERS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 APRIL 2016**

The directors present their report and the financial statements for the year ended 30 April 2016.

Directors

The directors who served during the year were:

Mr D Manoukian
Mr J Manoukian
Mr M Mirarchi (appointed 2 January 2014, resigned 29 May 2015)
Mr V Ruscak

Results and dividends

The profit for the year, after taxation, amounted to £356,233 (2015 - loss £259,844).

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company financial statements 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; 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.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

ATC BROKERS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 APRIL 2016**

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that director 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.

Auditors

The auditors, Ecovis Wingrave Yeats LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on *August 23, 2016* and signed on its behalf.



Mr J Manoukian
Director

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS LIMITED

We have audited the financial statements of ATC Brokers Limited for the year ended 30 April 2016, set out on pages 6 to 19. The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2006 and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 Directors and Auditors

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. 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 Financial Reporting Council'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 directors; 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 Directors' 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 30 April 2016 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 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.

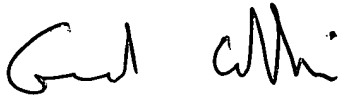
ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Gerard Collins (Senior statutory auditor)

for and on behalf of
Ecovis Wingrave Yeats LLP

Chartered Accountants & Statutory Auditor

Waverley House
7-12 Noel Street
London
W1F 8GQ

Date: 23/8/16

ATC BROKERS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 APRIL 2016**

	Note	2016 £	2015 £
Turnover	3	958,525	148,456
Cost of sales		(432,581)	(87,277)
Gross profit		<u>525,944</u>	<u>61,179</u>
Administrative expenses		(159,656)	(321,023)
Operating profit/(loss)	4	<u>366,288</u>	<u>(259,844)</u>
Tax on profit/(loss)	8	(10,055)	-
Profit/(loss) for the year		<u><u>356,233</u></u>	<u><u>(259,844)</u></u>

There was no other comprehensive income for 2016 (2015:£NIL).

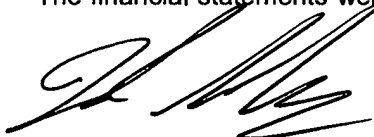
The notes on pages 10 to 19 form part of these financial statements.

ATC BROKERS LIMITED
REGISTERED NUMBER: 08036570

BALANCE SHEET
AS AT 30 APRIL 2016

	Note	2016 £	2015 £
Tangible assets	9	339	766
		<u>339</u>	<u>766</u>
Current assets			
Debtors: amounts falling due within one year	10	47,491	19,691
Cash at bank and in hand	11	7,464,140	3,203,556
		<u>7,511,631</u>	<u>3,223,247</u>
Creditors: amounts falling due within one year	12	(6,694,826)	(2,763,102)
Net current assets		<u>816,805</u>	<u>460,145</u>
Total assets less current liabilities		<u>817,144</u>	<u>460,911</u>
Net assets		<u><u>817,144</u></u>	<u><u>460,911</u></u>
Capital and reserves			
Called up share capital	14	785,246	785,246
Profit and loss account		31,898	(324,335)
		<u>817,144</u>	<u>460,911</u>

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



Mr J Manoukian
 Director

August 23, 2016

The notes on pages 10 to 19 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2016**

	Share capital £	Retained earnings £	Total equity £
At 1 May 2015	785,246	(324,335)	460,911
Comprehensive income for the year			
Profit for the year	-	356,233	356,233
	<hr/>	<hr/>	<hr/>
Other comprehensive income for the year	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	356,233	356,233
	<hr/>	<hr/>	<hr/>
At 30 April 2016	785,246	31,898	817,144
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2015**

	Share capital £	Retained earnings £	Total equity £
At 1 May 2014	785,246	(64,491)	720,755
Comprehensive income for the year			
Loss for the year	-	(259,844)	(259,844)
	<hr/>	<hr/>	<hr/>
Other comprehensive income for the year	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	(259,844)	(259,844)
	<hr/>	<hr/>	<hr/>
At 30 April 2015	785,246	(324,335)	460,911
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The notes on pages 10 to 19 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 APRIL 2016**

	2016 £	2015 £
Cash flows from operating activities		
Profit for the financial year	356,233	(259,844)
Adjustments for:		
Depreciation of tangible assets	427	427
Taxation	10,055	-
Increase in debtors	(27,801)	(3,195)
Increase in creditors	3,921,670	2,738,148
Net cash generated from operating activities	<u>4,260,584</u>	<u>2,475,536</u>
Cash flows from financing activities		
Issue of ordinary shares	-	559,898
Net cash used in financing activities	<u>-</u>	<u>559,898</u>
Net increase in cash and cash equivalents	<u>4,260,584</u>	<u>3,035,434</u>
Cash and cash equivalents at beginning of year	3,203,556	168,122
Cash and cash equivalents at the end of year	<u><u>7,464,140</u></u>	<u><u>3,203,556</u></u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	7,464,140	3,203,556
	<u><u>7,464,140</u></u>	<u><u>3,203,556</u></u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

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 Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 102 is given in note 19.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

The following principal accounting policies have been applied:

1.2 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably, and;
- the costs incurred and the costs to complete the contract can be measured reliably.

1.3 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

1. Accounting policies (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment - 3 year straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other operating income' in the Statement of comprehensive income.

1.4 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

1.6 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Investments in non-convertible preference shares and in non-puttable ordinary and preference shares are measured:

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

1. Accounting policies (continued)

1.6 Financial instruments (continued)

- i) at fair value with changes recognised in the Profit and loss account if the shares are publicly traded or their fair value can otherwise be measured reliably;
- ii) at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and loss account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

1.7 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

1. Accounting policies (continued)

1.8 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and loss account except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Profit and loss account within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Profit and loss account within 'other operating income'.

1.9 Taxation

Tax is recognised in the Profit and loss account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

2. Judgments in applying accounting policies and key sources of estimation uncertainty

Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are assessed annually.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

3. Analysis of turnover

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

	2016 £	2015 £
Commission income	958,525	148,456
	<u>958,525</u>	<u>148,456</u>
	<u><u>958,525</u></u>	<u><u>148,456</u></u>

Analysis of turnover by country of destination:

	2016 £	2015 £
United Kingdom	958,525	148,456
	<u>958,525</u>	<u>148,456</u>
	<u><u>958,525</u></u>	<u><u>148,456</u></u>

4. Operating profit/(loss)

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

	2016 £	2015 £
Depreciation of tangible fixed assets	427	427
Exchange differences	(89,340)	126,170
	<u>(89,340)</u>	<u>126,170</u>
	<u><u>(89,340)</u></u>	<u><u>126,170</u></u>

5. Auditors' remuneration

	2016 £	2015 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual accounts	5,300	5,000
	<u>5,300</u>	<u>5,000</u>
	<u><u>5,300</u></u>	<u><u>5,000</u></u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

6. Employees

Staff costs, including directors' remuneration, were as follows:

	2016 £	2015 £
Wages and salaries	12,302	92,361
Social security costs	538	6,826
	<u>12,840</u>	<u>99,187</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2016 No.	2015 No.
Directors	2	3
Employees	1	1
	<u>3</u>	<u>4</u>

7. Directors' remuneration

	2016 £	2015 £
Directors' emoluments	6,250	77,494
	<u>6,250</u>	<u>77,494</u>

8. Taxation

	2016 £	2015 £
Corporation tax		
Current tax on profits for the year	10,055	-
	<u>10,055</u>	<u>-</u>
Total current tax	<u>10,055</u>	<u>-</u>
Taxation on profit on ordinary activities	<u>10,055</u>	<u>-</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

8. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2015 - the same as) the standard rate of corporation tax in the UK of 20% (2015 - 20%) as set out below:

	2016 £	2015 £
Profit on ordinary activities before tax	366,288	(259,844)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 - 20%)	73,258	-
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	1,493	-
Capital allowances for year in excess of depreciation	85	-
Utilisation of tax losses	(64,781)	-
Total tax charge for the year	10,055	-

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

9. Tangible fixed assets

	Computer equipment £
Cost or valuation	
At 1 May 2015	1,281
At 30 April 2016	<u>1,281</u>
Depreciation	
At 1 May 2015	515
Charge owned for the period	427
At 30 April 2016	<u>942</u>
Net book value	
At 30 April 2016	<u>339</u>
At 30 April 2015	<u>766</u>

10. Debtors

	2016 £	2015 £
Other debtors	34,896	12,466
Prepayments and accrued income	12,595	7,224
	<u>47,491</u>	<u>19,690</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

11. Cash and cash equivalents

	2016 £	2015 £
Cash at bank and in hand (see note 12)	7,464,140	3,203,556
	<u>7,464,140</u>	<u>3,203,556</u>

12. Creditors: Amounts falling due within one year

	2016 £	2015 £
Trade creditors	1,354	16,735
Corporation tax	10,055	-
Taxation and social security	-	2,043
Other creditors	6,682,869	2,731,526
Accruals and deferred income	548	12,798
	<u>6,694,826</u>	<u>2,763,102</u>

Included within other creditors is a liability to the firm's clients regarding client money held for the purpose of trading as per the principal activity. This amounts to £6,682,869 with the corresponding amount forming part of the cash at bank balance.

13. Financial instruments

	2016 £	2015 £
Financial assets		
Financial assets measured at fair value through profit or loss	7,464,140	3,203,556
Financial assets that are debt instruments measured at amortised cost	34,896	12,466
	<u>7,499,036</u>	<u>3,216,022</u>
Financial liabilities		
Financial liabilities measured at amortised cost	(6,684,772)	(2,761,060)
	<u>(6,684,772)</u>	<u>(2,761,060)</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2016**

14. Share capital

	2016 £	2015 £
Allotted, called up and fully paid		
785,246 Ordinary shares of £1 each	<u>785,246</u>	<u>785,246</u>

15. Commitments under operating leases

At 30 April 2016 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2016 £
Not later than 1 year	24,764
Later than 1 year and not later than 5 years	9,436
Total	<u><u>34,200</u></u>

16. Transactions with directors

During the year the company lent D Manoukian and J Manoukian £10,918 each (2015 - £Nil). At the year end each director had a balance of £10,918 (2015 - Nil) outstanding. No interest accrues on these balances.

17. Related party transactions

ATC Brokers (US) is a related party by virtue of common directorship. During the year they provided services to ATC Brokers Limited totalling £214,503 (2015 - £Nil). An amount of £Nil (2015 - £Nil) was outstanding as at the year end date.

18. Controlling party

The company was under the joint control of D Manoukian and J Manoukian by virtue of their shareholdings.

19. First time adoption of FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.

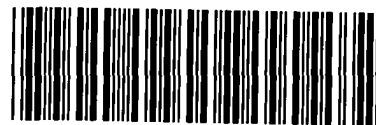
Registered number: 08036570

ATC BROKERS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2017

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COMPANIES HOUSE

ATC BROKERS LIMITED

COMPANY INFORMATION

Directors	Mr D Manoukian Mr J Manoukian Ms J C Claudio (appointed 15 August 2016)
Registered number	08036570
Registered office	2nd Floor Waverley House 7-12 Noel Street London W1F 8GQ
Independent auditors	Ecovis Wingrave Yeats LLP Chartered Accountants & Statutory Auditor Waverley House 7-12 Noel Street London W1F 8GQ

ATC BROKERS LIMITED

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ATC BROKERS LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 30 APRIL 2017**

Introduction

The principal activity of the company is to provide online trading solutions within the foreign exchange industry to clients ranging from retail to institutional traders.

Business Review

The directors are of the opinion that the company is in a good position to progress into the next financial year and believe that their expertise should help ensure that the company is successful.

Principal risks and uncertainties

The principal risk for the company is its exposure to the volatility of economic conditions and possible economic downturns. Such downturns will likely have an impact on investor confidence, which will likely impact the frequency and value of trades undertaken by customers.

Further, the wider cost of regulation and compliance related to the company's registration with the FCA means the directors will continue to seek operational efficiencies to offset such costs.

Financial key performance indicators

Turnover: 2017 - £2,081,093 (2016 - £958,525)

Operating profit: 2017 - £26,442 (2016 - £366,288)

This report was approved by the board on August 21, 2017 and signed on its behalf.



Mr J Manoukian
Director

ATC BROKERS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 APRIL 2017**

The directors present their report and the financial statements for the year ended 30 April 2017.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements 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 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 to 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.

Results and dividends

The profit for the year, after taxation, amounted to £22,437 (2016 - £356,233).

Directors

The directors who served during the year were:

Mr D Manoukian
Mr J Manoukian
Ms J C Claudio (appointed 15 August 2016)

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director 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.

ATC BROKERS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 APRIL 2017**

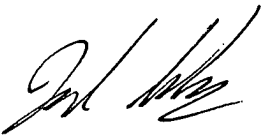
Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditors, Ecovis Wingrave Yeats LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on *August 21, 2017* and signed on its behalf.



Mr J Manoukian
Director

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS LIMITED

We have audited the financial statements of ATC Brokers Limited for the year ended 30 April 2017, set out on pages 6 to 20. The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2006 and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 Directors and Auditors

As explained more fully in the Directors' responsibilities statement on page 2, the directors are 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 Financial Reporting Council'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 directors; 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 Directors' 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 30 April 2017 and of its profit or loss 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.

ATC BROKERS LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS LIMITED
(CONTINUED)**

Opinion on other matter 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 Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with those financial statements and such reports have been prepared in accordance with applicable legal requirements.

In the light of our 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 and the Directors' report.

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

Gerard Collins

Gerard Collins (Senior statutory auditor)

for and on behalf of

Ecovis Wingrave Yeats LLP

Chartered Accountants & Statutory Auditor

Waverley House

7-12 Noel Street

London

W1F 8GQ

Date: *22/8/17*

ATC BROKERS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 APRIL 2017**

	Note	2017 £	2016 £
Turnover	4	2,081,093	958,525
Cost of sales		(1,545,880)	(432,581)
Gross profit		535,213	525,944
Administrative expenses		(508,771)	(159,656)
Operating profit	5	26,442	366,288
Tax on profit	9	(4,005)	(10,055)
Profit for the financial year		22,437	356,233
Total comprehensive income for the year		22,437	356,233

ATC BROKERS LIMITED
REGISTERED NUMBER: 08036570

BALANCE SHEET
AS AT 30 APRIL 2017

	Note	2017 £	2016 £
Fixed assets			
Tangible assets	11	-	339
		-	339
Current assets			
Debtors: amounts falling due within one year	12	32,118	47,491
Cash at bank and in hand	13	12,557,757	7,464,140
		12,589,875	7,511,631
Creditors: amounts falling due within one year	14	(11,793,504)	(6,694,826)
Net current assets		796,371	816,805
Total assets less current liabilities		796,371	817,144
Net assets		796,371	817,144
Capital and reserves			
Called up share capital	16	785,246	785,246
Profit and loss account		11,125	31,898
		796,371	817,144

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

August 21, 2017



Mr J Manoukian
 Director

The notes on pages 10 to 20 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2017**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2016	785,246	31,898	817,144
Comprehensive income for the year			
Profit for the year	-	22,437	22,437
Total comprehensive income for the year	-	22,437	22,437
Dividends: Equity capital	-	(43,210)	(43,210)
At 30 April 2017	785,246	11,125	796,371

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2016**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2015	785,246	(324,335)	460,911
Comprehensive income for the year			
Profit for the year	-	356,233	356,233
Total comprehensive income for the year	-	356,233	356,233
At 30 April 2016	785,246	31,898	817,144

The notes on pages 10 to 20 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 APRIL 2017**

	2017 £	2016 £
Cash flows from operating activities		
Profit for the financial year	22,437	356,233
Adjustments for:		
Depreciation of tangible assets	339	427
Taxation	4,005	10,055
Decrease/(Increase) in debtors	15,373	(27,801)
Increase in creditors	5,103,328	3,921,670
Corporation tax	(8,655)	-
Net cash generated from operating activities	<u>5,136,827</u>	<u>4,260,584</u>
Cash flows from financing activities		
Dividends paid	(43,210)	-
Net cash used in financing activities	<u>(43,210)</u>	<u>-</u>
Net increase in cash and cash equivalents	<u>5,093,617</u>	<u>4,260,584</u>
Cash and cash equivalents at beginning of year	7,464,140	3,203,556
Cash and cash equivalents at the end of year	<u><u>12,557,757</u></u>	<u><u>7,464,140</u></u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	12,557,757	7,464,140
	<u><u>12,557,757</u></u>	<u><u>7,464,140</u></u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

1. General information

ATC Brokers Limited is a private company, limited by shares, domiciled in England & Wales, registration number 08036570. The registered office is 2nd Floor, Waverley House, 7-12 Noel Street, London, W1F 8GQ.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

There has been no impact to the financial statements following the first-time adoption of FRS102. The effective date is 1 May 2015.

The following principal accounting policies have been applied:

2.2 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

2. Accounting policies (continued)

2.3 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment - 3 year straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.4 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

2.6 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.7 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

2. Accounting policies (continued) •

2.8 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

2. Accounting policies (continued)

2.9 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of comprehensive income within 'other operating income'.

2.10 Taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Tangible fixed assets

Fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation and product life cycles are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

4. Turnover

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

	2017 £	2016 £
Commission income	2,081,093	958,525
	<u>2,081,093</u>	<u>958,525</u>

Analysis of turnover by country of destination:

	2017 £	2016 £
United Kingdom	2,081,093	958,525
	<u>2,081,093</u>	<u>958,525</u>

5. Operating profit

The operating profit is stated after charging:

	2017 £	2016 £
Depreciation of tangible fixed assets	339	427
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	5,300	5,300
Exchange differences	213,757	(89,340)
	<u>213,757</u>	<u>(89,340)</u>

6. Auditors' remuneration

	2017 £	2016 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	5,300	5,300
Fees payable to the Company's auditor and its associates in respect of:		
All other services	2,550	2,550

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

7. Employees

Staff costs, including directors' remuneration, were as follows:

	2017	2016
	£	£
Wages and salaries	36,000	12,302
Social security costs	3,574	538
	<u>39,574</u>	<u>12,840</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2017	2016
	No.	No.
Directors	3	2
Employees	1	1
	<u>4</u>	<u>3</u>

8. Directors' remuneration and key management personnel

	2017	2016
	£	£
Directors' emoluments	30,000	6,250
	<u>30,000</u>	<u>6,250</u>

The highest paid director received remuneration of £30,000 (2016 - £6,250)

Key management personnel is considered to be limited to the directors.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

9. Taxation

	2017 £	2016 £
Corporation tax		
Current tax on profits for the year	4,005	10,055
	<u>4,005</u>	<u>10,055</u>
Total current tax	<u>4,005</u>	<u>10,055</u>
Deferred tax		
Total deferred tax	<u>-</u>	<u>-</u>
Taxation on profit on ordinary activities	<u>4,005</u>	<u>10,055</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2016 - lower than) the standard rate of corporation tax in the UK of 20% (2016 - 20%). The differences are explained below:

	2017 £	2016 £
Profit on ordinary activities before tax	<u>26,442</u>	<u>366,288</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20%)	5,267	73,258
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	71	1,493
Capital allowances for year in excess of depreciation	-	85
Utilisation of tax losses	-	(64,781)
Adjustments to tax charge in respect of prior periods	(1,400)	-
Adjust opening deferred tax to average rate of 19.92%	7	-
Deferred tax not recognised	60	-
Total tax charge for the year	<u>4,005</u>	<u>10,055</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

10. Dividends

	2017	2016
	£	£
Dividends paid	43,210	-
	43,210	-
	43,210	-

The dividend was declared on the 1 May 2016 which is line with the shareholder agreement.

11. Tangible fixed assets

	Computer equipment £
Cost or valuation	
At 1 May 2016	1,281
At 30 April 2017	1,281
Depreciation	
At 1 May 2016	942
Charge for the year on owned assets	339
At 30 April 2017	1,281
Net book value	
At 30 April 2017	-
At 30 April 2016	339

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

12. Debtors

	2017 £	2016 £
Other debtors	13,083	34,896
Prepayments and accrued income	19,035	12,595
	32,118	47,491
	32,118	47,491

13. Cash and cash equivalents

	2017 £	2016 £
Cash at bank and in hand	12,557,757	7,464,140
	12,557,757	7,464,140
	12,557,757	7,464,140

Included within cash at bank and in hand is client monies held of £11,763,483.

14. Creditors: Amounts falling due within one year

	2017 £	2016 £
Trade creditors	264	1,354
Corporation tax	5,405	10,055
Taxation and social security	1,489	-
Other creditors	11,763,483	6,682,869
Accruals and deferred income	22,863	548
	11,793,504	6,694,826
	11,793,504	6,694,826

Included within other creditors is a liability to the firm's clients regarding client money held for the purpose of trading as per the principal activity. This amounts to £11,763,483 with the corresponding amount forming part of the cash at bank balance.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

15. Financial instruments

	2017 £	2016 £
Financial assets		
Financial assets measured at fair value through profit or loss	12,557,757	7,464,140
Financial assets that are debt instruments measured at amortised cost	13,083	34,896
	<u>12,570,840</u>	<u>7,499,036</u>
Financial liabilities		
Financial liabilities measured at amortised cost	(11,786,610)	(6,684,771)
	<u>(11,786,610)</u>	<u>(6,684,771)</u>

16. Share capital

	2017 £	2016 £
Shares classified as equity		
Allotted, called up and fully paid		
785,246 Ordinary shares of £1 each	<u>785,246</u>	<u>785,246</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2017**

17. Commitments under operating leases

At 30 April 2017 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2017 £	2016 £
Not later than 1 year	30,468	24,764
Later than 1 year and not later than 5 years	5,078	9,436
	<u>35,546</u>	<u>34,200</u>

18. Transactions with directors

The amounts due from Directors are unsecured, interest free and repayable on demand.

	D Manoukian £	J Manoukian £
Amounts due at 1 May 2016	10,918	10,918
Amounts loaned to	10,337	11,037
Dividends paid	(21,255)	(21,955)
Amounts due at 30 April 2017	<u>-</u>	<u>-</u>

19. Related party transactions

ATC Brokers (US) is a related party by virtue of common directorship. During the year they provided services to ATC Brokers Limited totalling £1,183,317 (2016 - £214,503). An amount of £Nil (2016 - £Nil) was outstanding as at the year end date.

20. Controlling party

The company was under the joint control of D Manoukian and J Manoukian by virtue of their shareholdings.

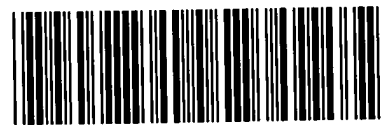
Registered number: 08036570

ATC BROKERS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2018

WEDNESDAY



LD4 *L7CWKMDS* #83
22/08/2018
COMPANIES HOUSE

ATC BROKERS LIMITED

COMPANY INFORMATION

Directors	Mr D Manoukian Mr J Manoukian Ms J C Claudio Mr R Vladimir
Registered number	08036570
Registered office	2nd Floor Waverley House 7-12 Noel Street London W1F 8GQ
Independent auditors	Ecovis Wingrave Yeats LLP Chartered Accountants & Statutory Auditor Waverley House 7-12 Noel Street London W1F 8GQ

ATC BROKERS LIMITED

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ATC BROKERS LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 30 APRIL 2018**

Introduction

The principal activity of the company is to provide online trading solutions within the foreign exchange industry to clients ranging from retail to institutional traders.

Business Review

The directors are of the opinion that the company is in a good position to progress into the next financial year and believe that their expertise should help ensure that the company is successful.

Principal risks and uncertainties

The principal risk for the company is its exposure to the volatility of economic conditions and possible economic downturns. Such downturns will likely have an impact on investor confidence, which will likely impact the frequency and value of trades undertaken by customers.

Further, the wider cost of regulation and compliance related to the company's registration with the FCA means the directors will continue to seek operational efficiencies to offset such costs.

Financial key performance indicators

Turnover: 2018 - £8,898,378 (2017 - £2,081,093)

Operating profit: 2018 - £1,518,911 (2017 - £26,442)

This report was approved by the board on *August 13, 2018* and signed on its behalf.



Mr J Manoukian
Director

ATC BROKERS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 APRIL 2018**

The directors present their report and the financial statements for the year ended 30 April 2018.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements 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 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 to 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.

Results and dividends

The profit for the year, after taxation, amounted to £1,231,975 (2017 - £22,437).

Directors

The directors who served during the year were:

Mr D Manoukian
Mr J Manoukian
Ms J C Claudio
Mr R Vladimir

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director 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.

ATC BROKERS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 APRIL 2018**

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditors, Ecovis Wingrave Yeats LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on *August 13, 2018* and signed on its behalf.



Mr J Manoukian
Director

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS LIMITED

Opinion

We have audited the financial statements of ATC Brokers Limited (the 'Company') for the year ended 30 April 2018, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of cash flows, the Statement of changes in equity and the related notes, 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 Financial Reporting Standard 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 30 April 2018 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.

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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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 directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' report thereon. 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

ATC BROKERS LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS LIMITED
(CONTINUED)**

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.

Opinion 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 Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have 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 in relation to which 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 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 on page 2, 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.

ATC BROKERS LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS LIMITED
(CONTINUED)**

Auditors' 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 Auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

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.

Gerard Collins

Gerard Collins (Senior statutory auditor)

for and on behalf of

Ecovis Wingrave Yeats LLP

Chartered Accountants & Statutory Auditor

Waverley House

7-12 Noel Street

London

W1F 8GQ

Date: 2018/8

ATC BROKERS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 APRIL 2018**

	Note	2018 £	2017 £
Turnover	4	8,898,378	2,081,093
Cost of sales		(6,373,479)	(1,545,880)
Gross profit		2,524,899	535,213
Administrative expenses		(1,005,988)	(508,771)
Operating profit	5	1,518,911	26,442
Tax on profit	9	(286,936)	(4,005)
Profit for the financial year		1,231,975	22,437

The notes on pages 11 to 20 form part of these financial statements.

ATC BROKERS LIMITED
REGISTERED NUMBER: 08036570

BALANCE SHEET
AS AT 30 APRIL 2018

	Note	2018 £	2017 £
Fixed assets			
Tangible assets	11	4,157	-
		<u>4,157</u>	<u>-</u>
Current assets			
Debtors due within 1 year		73,180	32,118
Cash at bank and in hand	13	13,664,119	12,557,757
		<u>13,737,299</u>	<u>12,589,875</u>
Creditors: amounts falling due within one year	14	(11,713,110)	(11,793,504)
Net current assets		<u>2,024,189</u>	<u>796,371</u>
Total assets less current liabilities		<u>2,028,346</u>	<u>796,371</u>
Net assets		<u><u>2,028,346</u></u>	<u><u>796,371</u></u>
Capital and reserves			
Called up share capital	16	785,246	785,246
Profit and loss account		1,243,100	11,125
		<u>2,028,346</u>	<u>796,371</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
August 13, 2018.



Mr J Manoukian
Director

The notes on pages 11 to 20 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2018**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2017	785,246	11,125	796,371
Comprehensive income for the year			
Profit for the year	-	1,231,975	1,231,975
At 30 April 2018	<u>785,246</u>	<u>1,243,100</u>	<u>2,028,346</u>

The notes on pages 11 to 20 form part of these financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2017**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2016	785,246	31,898	817,144
Comprehensive income for the year			
Profit for the year	-	22,437	22,437
Dividends: Equity capital	-	(43,210)	(43,210)
At 30 April 2017	<u>785,246</u>	<u>11,125</u>	<u>796,371</u>

The notes on pages 11 to 20 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 APRIL 2018**

	2018 £	2017 £
Cash flows from operating activities		
Profit for the financial year	1,231,975	22,437
Adjustments for:		
Depreciation of tangible assets	303	339
Taxation charge	286,936	4,005
(Increase)/decrease in debtors	(41,062)	14,412
Decrease in amounts owed by participating ints	-	961
(Decrease)/increase in creditors	(443,328)	5,103,328
Increase in amounts owed to participating ints	81,403	-
Corporation tax paid	(5,405)	(8,655)
Net cash generated from operating activities	<u>1,110,822</u>	<u>5,136,827</u>
Cash flows from investing activities		
Purchase of tangible fixed assets	(4,460)	-
Net cash from investing activities	<u>(4,460)</u>	<u>-</u>
Cash flows from financing activities		
Dividends paid	-	(43,210)
Net cash used in financing activities	<u>-</u>	<u>(43,210)</u>
Net increase in cash and cash equivalents	<u>1,106,362</u>	<u>5,093,617</u>
Cash and cash equivalents at beginning of year	12,557,757	7,464,140
Cash and cash equivalents at the end of year	<u><u>13,664,119</u></u>	<u><u>12,557,757</u></u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	<u>13,664,119</u>	<u>12,557,757</u>
	<u><u>13,664,119</u></u>	<u><u>12,557,757</u></u>

The notes on pages 11 to 20 form part of these financial statements.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

1. General information

ATC Brokers Limited is a private company, limited by shares, domiciled in England & Wales, registration number 08036570. The registered office is 2nd Floor, Waverley House, 7-12 Noel Street, London, W1F 8GQ.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

2. Accounting policies (continued)

2.3 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment - 3 year straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.4 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of comprehensive income within 'other operating income'.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

2. Accounting policies (continued)

2.6 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

2.7 Taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Tangible fixed assets

Fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation and product life cycles are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

4. Turnover

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

	2018 £	2017 £
Commission income	8,898,378	2,081,093
	<u>8,898,378</u>	<u>2,081,093</u>

Analysis of turnover by country of destination:

	2018 £	2017 £
United Kingdom	8,898,378	2,081,093
	<u>8,898,378</u>	<u>2,081,093</u>

5. Operating profit

The operating profit is stated after charging:

	2018 £	2017 £
Depreciation of tangible fixed assets	303	339
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	6,150	5,300
Exchange differences	425,333	213,757
	<u>425,333</u>	<u>213,757</u>

6. Auditors' remuneration

	2018 £	2017 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	6,150	5,300
Fees payable to the Company's auditor and its associates in respect of:		
All other services	19,165	14,030
	<u>19,165</u>	<u>14,030</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

7. Employees

Staff costs, including directors' remuneration, were as follows:

	2018	2017
	£	£
Wages and salaries	54,808	36,000
Social security costs	2,446	3,574
	<u>57,254</u>	<u>39,574</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2018	2017
	No.	No.
Directors	4	3
Employees	1	1
	<u>5</u>	<u>4</u>

8. Directors' remuneration and key management personnel

	2018	2017
	£	£
Directors' emoluments	54,000	30,000
	<u>54,000</u>	<u>30,000</u>

The highest paid director received remuneration of £48,000 (2017 - £30,000)

Key management personnel is considered to be limited to the directors.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

9. Taxation

	2018 £	2017 £
Corporation tax		
Current tax on profits for the year	286,936	4,005
	286,936	4,005
Total current tax	286,936	4,005
Taxation on profit on ordinary activities	286,936	4,005

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2017 - lower than) the standard rate of corporation tax in the UK of 19% (2017 - 20%). The differences are explained below:

	2018 £	2017 £
Profit on ordinary activities before tax	1,518,911	26,442
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 20%)	288,593	5,267
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	324	71
Adjustments to tax charge in respect of prior periods	-	(1,400)
Adjust closing deferred tax to average rate of 19.00%	(80)	-
Adjust opening deferred tax to average rate of 19.92%	-	7
Deferred tax not recognised	(1,901)	60
Total tax charge for the year	286,936	4,005

10. Dividends

	2018 £	2017 £
Dividends paid	-	43,210
	-	43,210

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

11. Tangible fixed assets

	Computer equipment £
Cost or valuation	
At 1 May 2017	1,281
Additions	4,460
At 30 April 2018	<u>5,741</u>
Depreciation	
At 1 May 2017	1,281
Charge for the year on owned assets	303
At 30 April 2018	<u>1,584</u>
Net book value	
At 30 April 2018	<u><u>4,157</u></u>
At 30 April 2017	<u><u>-</u></u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

12. Debtors

	2018 £	2017 £
Other debtors	11,270	13,083
Prepayments and accrued income	61,910	19,035
	<u>73,180</u>	<u>32,118</u>

13. Cash and cash equivalents

	2018 £	2017 £
Cash at bank and in hand	13,664,119	12,557,757
	<u>13,664,119</u>	<u>12,557,757</u>

Included within cash at bank and in hand is client monies held of £11,070,141

14. Creditors: Amounts falling due within one year

	2018 £	2017 £
Trade creditors	13,662	264
Amounts owed to companies under common control	81,403	-
Corporation tax	286,936	5,405
Other taxation and social security	59,790	1,489
Other creditors	11,225,903	11,763,483
Accruals and deferred income	45,416	22,863
	<u>11,713,110</u>	<u>11,793,504</u>

Included within other creditors is a liability to the firm's clients regarding client money held for the purpose of trading as per the principal activity. This amounts to £11,070,141 with the corresponding amount forming part of the cash at bank balance.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

15. Financial instruments

	2018	2017
	£	£
Financial assets		
Financial assets measured at fair value through profit or loss	13,664,119	12,557,757
Financial assets that are debt instruments measured at amortised cost	32,059	13,083
Financial assets that are equity instruments measured at cost less impairment	-	-
	<u>13,696,178</u>	<u>12,570,840</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(11,366,216)</u>	<u>(11,786,610)</u>

16. Share capital

	2018	2017
	£	£
Allotted, called up and fully paid		
785,246 Ordinary shares of £1 each	<u>785,246</u>	<u>785,246</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

17. Commitments under operating leases

At 30 April 2018 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2018 £	2017 £
Not later than 1 year	33,380	30,468
Later than 1 year and not later than 5 years	-	5,078
	33,380	35,546

18. Transactions with directors

The amount due from Directors outstanding at the year end was £720 (2016 - £Nil).

The amounts due from Directors are unsecured, interest free and repayable on demand.

19. Related party transactions

ATC Brokers (US) is a related party by virtue of common directorship. During the year they provided services to ATC Brokers Limited totalling £4,700,791 (2017 - £1,183,317). An amount of £81,403 (2017 - £Nil) was outstanding as at the year end date.

20. Controlling party

The company was under the joint control of D Manoukian and J Manoukian by virtue of their shareholdings.

Registered number: 08036570

ATC BROKERS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2019



ATC BROKERS LIMITED

COMPANY INFORMATION

Directors	Mr D Manoukian Mr J Manoukian Ms J C Claudio Mr R Vladimir
Registered number	08036570
Registered office	2nd Floor Waverley House 7-12 Noel Street London W1F 8GQ
Independent auditors	Ecovis Wingrave Yeats LLP Chartered Accountants & Statutory Auditor Waverley House 7-12 Noel Street London W1F 8GQ

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ATC BROKERS LIMITED

STRATEGIC REPORT
FOR THE YEAR ENDED 30 APRIL 2019

Introduction

The principal activity of the company is to provide online trading solutions within the foreign exchange industry to clients ranging from retail to institutional traders.

Business Review

The directors are of the opinion that the company is in a good position to progress into the next financial year and believe that their expertise should help ensure that the company is successful.

Principal risks and uncertainties

The principal risk for the company is its exposure to the volatility of economic conditions and possible economic downturns. Such downturns will likely have an impact on investor confidence, which will likely impact the frequency and value of trades undertaken by customers.

Further, the wider cost of regulation and compliance related to the company's registration with the FCA means the directors will continue to seek operational efficiencies to offset such costs.

Financial key performance indicators

Turnover: 2019 - £4,825,148 (2018 - £8,898,378)

Operating (Loss)/Profit: 2019 - £(198,821) (2018 - £1,518,911)

This report was approved by the board on August 21, 2019 and signed on its behalf.



Mr J Manoukian
Director

ATC BROKERS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 APRIL 2019**

The directors present their report and the financial statements for the year ended 30 April 2019.

Directors

The directors who served during the year were:

Mr D Manoukian
Mr J Manoukian
Ms J C Claudio
Mr R Vladimir

Results and dividends

The loss for the year, after taxation, amounted to £198,821 (2018 - profit £1,231,975).

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements 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 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 to 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.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director 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.

ATC BROKERS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 APRIL 2019**

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditors, Ecovis Wingrave Yeats LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on *August 21, 2019* and signed on its behalf.



Mr J Manoukian
Director

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS LIMITED

Opinion

We have audited the financial statements of ATC Brokers Limited (the 'Company') for the year ended 30 April 2019, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of cash flows, the Statement of changes in equity and the related notes, 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 Financial Reporting Standard 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 30 April 2019 and of its loss 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.

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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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.

ATC BROKERS LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS LIMITED
(CONTINUED)**

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' report thereon. 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.

Opinion 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 Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have 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 in relation to which 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

ATC BROKERS LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ATC BROKERS LIMITED
(CONTINUED)**

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement on page 2, 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.

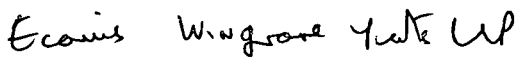
Auditors' responsibilities for the audit of the financial statements

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 Auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

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.


Gerard Collins (Senior statutory auditor)

for and on behalf of
Ecovis Wingrave Yeats LLP

Chartered Accountants & Statutory Auditor

Waverley House
7-12 Noel Street
London
W1F 8GQ

Date: 22/8/19

ATC BROKERS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 APRIL 2019**

	Note	2019 £	2018 £
Turnover	4	4,825,148	8,898,378
Cost of sales		(4,365,688)	(6,373,479)
Gross profit		459,460	2,524,899
Administrative expenses		(658,281)	(1,005,988)
Operating (loss)/profit	5	(198,821)	1,518,911
Tax on (loss)/profit	9	-	(286,936)
(Loss)/profit for the financial year		(198,821)	1,231,975

There was no other comprehensive income for 2019 (2018:£NIL).

The notes on pages 11 to 20 form part of these financial statements.

ATC BROKERS LIMITED
REGISTERED NUMBER: 08036570

BALANCE SHEET
AS AT 30 APRIL 2019

	Note	2019 £	2018 £
Fixed assets			
Tangible assets	10	4,033	4,157
		<u>4,033</u>	<u>4,157</u>
Current assets			
Debtors: amounts falling due within one year	11	39,958	73,180
Cash at bank and in hand	12	8,354,572	13,664,119
		<u>8,394,530</u>	<u>13,737,299</u>
Creditors: amounts falling due within one year	13	(6,569,038)	(11,713,110)
Net current assets		<u>1,825,492</u>	<u>2,024,189</u>
Total assets less current liabilities		<u>1,829,525</u>	<u>2,028,346</u>
Net assets		<u><u>1,829,525</u></u>	<u><u>2,028,346</u></u>
Capital and reserves			
Called up share capital	15	785,246	785,246
Profit and loss account		1,044,279	1,243,100
Shareholders' funds		<u><u>1,829,525</u></u>	<u><u>2,028,346</u></u>

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

August 21, 2019.



Mr J Manoukian
 Director

The notes on pages 11 to 20 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2019**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2018	785,246	1,243,100	2,028,346
Comprehensive income for the year			
Loss for the year	-	(198,821)	(198,821)
Total comprehensive income for the year	-	(198,821)	(198,821)
At 30 April 2019	<u>785,246</u>	<u>1,044,279</u>	<u>1,829,525</u>

The notes on pages 11 to 20 form part of these financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2018**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2017	785,246	11,125	796,371
Comprehensive income for the year			
Profit for the year	-	1,231,975	1,231,975
Total comprehensive income for the year	-	1,231,975	1,231,975
At 30 April 2018	<u>785,246</u>	<u>1,243,100</u>	<u>2,028,346</u>

The notes on pages 11 to 20 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 APRIL 2019**

	2019 £	2018 £
Cash flows from operating activities		
(Loss)/profit for the financial year	(198,821)	1,231,975
Adjustments for:		
Depreciation of tangible assets	1,860	303
Taxation charge	-	286,936
Decrease/(increase) in debtors	33,222	(41,062)
Decrease in creditors	(4,777,437)	(443,328)
(Decrease)/increase in amounts owed to participating interests	(81,403)	81,403
Corporation tax paid	(285,232)	(5,405)
Net cash generated from operating activities	<u>(5,307,811)</u>	<u>1,110,822</u>
Cash flows from investing activities		
Purchase of tangible fixed assets	(1,736)	(4,460)
Net cash from investing activities	<u>(1,736)</u>	<u>(4,460)</u>
Net (decrease)/increase in cash and cash equivalents	<u>(5,309,547)</u>	<u>1,106,362</u>
Cash and cash equivalents at beginning of year	13,664,119	12,557,757
Cash and cash equivalents at the end of year	<u>8,354,572</u>	<u>13,664,119</u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	8,354,572	13,664,119
	<u>8,354,572</u>	<u>13,664,119</u>

The notes on pages 11 to 20 form part of these financial statements.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

1. General information

ATC Brokers Limited is a private company, limited by shares, domiciled in England and Wales, registration number 08036570. The registered office is 2nd Floor, Waverley House, 7-12 Noel Street, London, W1F 8GQ.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of comprehensive income within 'other operating income'.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

2. Accounting policies (continued)

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.4 Taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

2. Accounting policies (continued)

2.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	- 3 year straight line
Computer equipment	- 3 year straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.6 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

3. Judgments in applying accounting policies and key sources of estimation uncertainty

No key judgements were used in the preparation of the financial statements.

4. Turnover

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

	2019 £	2018 £
Commission income	<u>4,825,148</u>	<u>8,898,378</u>

Analysis of turnover by country of destination:

	2019 £	2018 £
United Kingdom	<u>4,825,148</u>	<u>8,898,378</u>

5. Operating (loss)/profit

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

	2019 £	2018 £
Exchange differences	<u>75,024</u>	<u>425,333</u>

6. Auditors' remuneration

	2019 £	2018 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	<u>5,400</u>	<u>3,750</u>

Fees payable to the Company's auditor and its associates in respect of:

All other services	<u>18,747</u>	<u>19,165</u>
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ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

7. Employees

Staff costs, including directors' remuneration, were as follows:

	2019 £	2018 £
Wages and salaries	135,005	54,808
Social security costs	15,077	2,446
Cost of defined contribution scheme	1,561	-
	<u>151,643</u>	<u>57,254</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2019 No.	2018 No.
Directors	4	4
Employees	2	1
	<u>6</u>	<u>5</u>

8. Directors' remuneration and key management personnel

	2019 £	2018 £
Directors' emoluments	74,918	54,000
Company contributions to defined contribution pension schemes	924	-
	<u>75,842</u>	<u>54,000</u>

During the year retirement benefits were accruing to no directors (2018 - NIL) in respect of defined contribution pension schemes.

Key management personnel is considered to be limited to the directors.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

9. Taxation

	2019 £	2018 £
Corporation tax		
Current tax on profits for the year	-	286,936
	<u>-</u>	<u>286,936</u>
Total current tax	<u>-</u>	<u>286,936</u>
Taxation on profit on ordinary activities	<u>-</u>	<u>286,936</u>

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2018 - lower than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	2019 £	2018 £
(Loss)/profit on ordinary activities before tax	<u>(198,821)</u>	<u>1,518,911</u>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	<u>(37,776)</u>	<u>288,593</u>
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	623	324
Adjustments to tax charge in respect of prior periods	37,153	-
Adjust closing deferred tax to average rate of 19.00%	-	(80)
Deferred tax not recognised	-	(1,901)
	<u>-</u>	<u>286,936</u>
Total tax charge for the year	<u>-</u>	<u>286,936</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

10. Tangible fixed assets

	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation			
At 1 May 2018	-	5,741	5,741
Additions	224	1,512	1,736
At 30 April 2019	<u>224</u>	<u>7,253</u>	<u>7,477</u>
Depreciation			
At 1 May 2018	-	1,584	1,584
Charge for the year on owned assets	37	1,823	1,860
At 30 April 2019	<u>37</u>	<u>3,407</u>	<u>3,444</u>
Net book value			
At 30 April 2019	<u>187</u>	<u>3,846</u>	<u>4,033</u>
At 30 April 2018	<u>-</u>	<u>4,157</u>	<u>4,157</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

11. Debtors

	2019 £	2018 £
Other debtors	20,886	11,270
Prepayments and accrued income	19,072	61,910
	<u>39,958</u>	<u>73,180</u>

12. Cash and cash equivalents

	2019 £	2018 £
Cash at bank and in hand	<u>8,354,572</u>	<u>13,664,119</u>

Included within cash at bank and in hand is client monies held of £6,460,033 with the corresponding amount forming part of the creditors balance.

13. Creditors: Amounts falling due within one year

	2019 £	2018 £
Trade creditors	2,412	13,662
Amounts owed to other participating interests	-	81,403
Corporation tax	1,704	286,936
Other taxation and social security	-	59,790
Other creditors	6,552,042	11,225,903
Accruals and deferred income	12,880	45,416
	<u>6,569,038</u>	<u>11,713,110</u>

Included within other creditors is a liability to the firm's clients regarding client money held for the purpose of trading as per the principal activity. This amounts to £6,460,033 with the corresponding amount forming part of the cash at bank balance.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

14. Financial instruments

	2019 £	2018 £
Financial assets		
Financial assets measured at fair value through profit or loss	8,354,572	13,664,119
Financial assets that are debt instruments measured at amortised cost	5,244	32,059
	<u>8,359,816</u>	<u>13,696,178</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(6,566,659)</u>	<u>(11,366,216)</u>

15. Share capital

	2019 £	2018 £
Allotted, called up and fully paid		
785,246 (2018 - 785,246) Ordinary shares of £1.00 each	<u>785,246</u>	<u>785,246</u>

16. Pension commitments

The Company operates a defined contribution's pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pensions cost charge represents contributions payable by the Company to the fund and amounted to £1,561 (2018 - £Nil). The amount payable to the fund at the balance sheet date was £675 (2018 - £Nil).

17. Commitments under operating leases

At 30 April 2019 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2019 £	2018 £
Not later than 1 year	<u>11,040</u>	<u>33,380</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2019**

18. Transactions with directors

The amount due from Directors outstanding at the year end was £2,090 (2018 - £720).

The amounts due from Directors are unsecured, interest free and repayable on demand.

19. Related party transactions

ATC Brokers (US) is a related party by virtue of common directorship. During the year they provided services to ATC Brokers Limited totalling £2,572,078 (2018 - £4,700,791). An amount of £Nil (2018 - £81,403) was outstanding as at the year end date.

20. Controlling party

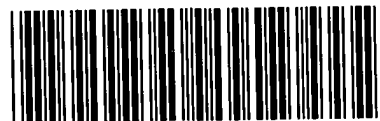
The company was under the joint control of D. Manoukian and J Manoukian by virtue of their shareholdings.

Registered number: 08036570

ATC BROKERS LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020**

MONDAY



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COMPANIES HOUSE

ATC BROKERS LIMITED

COMPANY INFORMATION

Directors	Mr D Manoukian Mr J Manoukian Ms J C Claudio Mr R Vladimir (resigned 30 November 2019)
Registered number	08036570
Registered office	2nd Floor Waverley House 7-12 Noel Street London W1F 8GQ
Independent auditors	Ecovis Wingrave Yeats LLP Chartered Accountants & Statutory Auditor Waverley House 7-12 Noel Street London W1F 8GQ

ATC BROKERS LIMITED

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ATC BROKERS LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 30 APRIL 2020**

Introduction

The principal activity of the Company is to provide online trading solutions within the foreign exchange industry to clients ranging from retail to institutional traders.

Business Review

The directors are of the opinion that the Company is in a good position to progress into the next financial year and believe that their expertise should help ensure that the company is successful.

Principal risks and uncertainties

The principal risk for the company is its exposure to the volatility of economic conditions and possible economic downturns. Such downturns will likely have an impact on investor confidence, which will likely impact the frequency and value of trades undertaken by customers.

Further, the wider cost of regulation and compliance related to the company's registration with the FCA means the directors will continue to seek operational efficiencies to offset such costs.

Financial key performance indicators

Turnover: 2020 - £2,470,226 (2019 - £4,825,148)

Operating Loss: 2020 - £216,100 (2019 - £198,821)

This report was approved by the board on 19 August 2020 and signed on its behalf.

DocuSigned by:
Jack Manoukian
EB8053BAD809417...
Mr J Manoukian
Director

ATC BROKERS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 APRIL 2020**

The directors present their report and the financial statements for the year ended 30 April 2020.

Directors

The directors who served during the year were:

Mr D Manoukian
Mr J Manoukian
Ms J C Claudio
Mr R Vladimir (resigned 30 November 2019)

Results and dividends

The loss for the year, after taxation, amounted to £214,882 (2019 - £198,821).

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements 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 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 to 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.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director 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.

ATC BROKERS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 APRIL 2020**

COVID 19

There have been significant global developments related to the Coronavirus (COVID 19) pandemic during 2020. As a result of this pandemic, which is driving economic uncertainty worldwide, the Company may experience volatility that could impact the financial results and/or impede generic operations. The Company and the Directors continue to monitor this unprecedented situation and evaluate the impact of the pandemic.

Auditors

The auditors, Ecovis Wingrave Yeats LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 19 August 2020 and signed on its behalf.

DocuSigned by:

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Mr J Manoukian
Director

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ATC BROKERS LIMITED

Opinion

We have audited the financial statements of ATC Brokers Limited (the 'Company') for the year ended 30 April 2020, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of cash flows, the Statement of changes in equity and the related notes, 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 Financial Reporting Standard 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 30 April 2020 and of its loss 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.

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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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.

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ATC BROKERS LIMITED (CONTINUED)

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' report thereon. 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.

Opinion 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 Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have 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 in relation to which 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ATC BROKERS LIMITED (CONTINUED)

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement on page 2, 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.


Auditors' 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 Auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

Use of our report

This report is made solely to the Company's members 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 for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

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Gerard Collins (Senior statutory auditor)

for and on behalf of
Ecovis Wingrave Yeats LLP
Chartered Accountants & Statutory Auditor

Waverley House
7-12 Noel Street
London
W1F 8GQ
Date: 20 August 2020

ATC BROKERS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 APRIL 2020**

	Note	2020 £	2019 £
Turnover	4	2,470,226	4,825,148
Cost of sales		(2,040,707)	(4,365,688)
Gross profit		429,519	459,460
Administrative expenses		(645,619)	(658,281)
Operating loss	5	(216,100)	(198,821)
Tax on loss	9	1,218	-
Loss for the financial year		(214,882)	(198,821)

There was no other comprehensive income for 2020 (2019 - £NIL).


The notes on pages 11 to 21 form part of these financial statements.

ATC BROKERS LIMITED
REGISTERED NUMBER: 08036570

BALANCE SHEET
AS AT 30 APRIL 2020

	Note	2020 £	2019 £
Fixed assets			
Tangible assets	10	1,967	4,033
		<u>1,967</u>	<u>4,033</u>
Current assets			
Debtors: amounts falling due within one year	11	112,832	39,958
Cash at bank and in hand	12	6,913,360	8,354,572
		<u>7,026,192</u>	<u>8,394,530</u>
Creditors: amounts falling due within one year	13	(5,413,516)	(6,569,038)
Net current assets		<u>1,612,676</u>	<u>1,825,492</u>
Total assets less current liabilities		<u>1,614,643</u>	<u>1,829,525</u>
Net assets		<u>1,614,643</u>	<u>1,829,525</u>
Capital and reserves			
Called up share capital	15	785,246	785,246
Profit and loss account		829,397	1,044,279
		<u>1,614,643</u>	<u>1,829,525</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
 19 August 2020

DocuSigned by:

 E88053BAD80B417...

Mr J Manoukian
 Director

The notes on pages 11 to 21 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2020**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2018	785,246	1,243,100	2,028,346
Comprehensive income for the year			
Loss for the year	-	(198,821)	(198,821)
At 1 May 2019	785,246	1,044,279	1,829,525
Comprehensive income for the year			
Loss for the year	-	(214,882)	(214,882)
At 30 April 2020	785,246	829,397	1,614,643

The notes on pages 11 to 21 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CASH FLOWS
 FOR THE YEAR ENDED 30 APRIL 2020**

	2020 £	2019 £
Cash flows from operating activities		
Loss for the financial year	(214,882)	(198,821)
Adjustments for:		
Depreciation of tangible assets	2,066	1,860
Taxation charge	(1,218)	-
(Increase)/decrease in debtors	(72,874)	33,222
Decrease/(increase) in creditors	6,295	(167,329)
Decrease in amounts owed to participating ints	(1,160,599)	(4,691,511)
Corporation tax paid	-	(285,232)
Net cash generated from operating activities	(1,441,212)	(5,307,811)
Cash flows from investing activities		
Purchase of tangible fixed assets	-	(1,736)
Net cash from investing activities	-	(1,736)
Net decrease in cash and cash equivalents	(1,441,212)	(5,309,547)
Cash and cash equivalents at beginning of year	8,354,572	13,664,119
Cash and cash equivalents at the end of year	6,913,360	8,354,572
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	6,913,360	8,354,572
	6,913,360	8,354,572

The notes on pages 11 to 21 form part of these financial statements.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020**

1. General information

ATC Brokers Limited is a private company, limited by shares, domiciled in England and Wales, registration number 08036570. The registered office is 2nd Floor Waverley House, 7-12 Noel Street, London, W1F 8GQ.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

The Directors have obtained confirmation that the owner of the Company is willing to continue supporting the Company for a period of at least 12 months from the date of approval of these financial statements. On this basis, the Directors continue to adopt the going concern assumption in preparing the financial statements.

There have been significant global developments related to the Coronavirus (COVID 19) pandemic during 2020. As a result of this pandemic, which is driving economic uncertainty worldwide, the Company may experience volatility that could impact the financial results and/or impede generic operations. The Company and the Directors continue to monitor this unprecedented situation and evaluate the impact of the pandemic.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020**

2. Accounting policies (continued)

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2.4 Revenue

Revenue is generated through commissions earned on trading platform accounts.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

ATC BROKERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020

2. Accounting policies (continued)

2.5 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	- 3 year straight line
Computer equipment	- 3 year straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

ATC BROKERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020

2. Accounting policies (continued)

2.7 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

No key judgements were used in the preparation of the financial statements.

4. Turnover

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

	2020 £	2019 £
Commission income	<u>2,470,226</u>	<u>4,825,148</u>

Analysis of turnover by country of destination:

	2020 £	2019 £
United Kingdom	<u>2,470,226</u>	<u>4,825,148</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 30 APRIL 2020**

5. Operating loss

The operating loss is stated after charging:

	2020 £	2019 £
Exchange differences	<u>(4,804)</u>	<u>75,024</u>

6. Auditors' remuneration

	2020 £	2019 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	<u>6,900</u>	<u>5,400</u>

Fees payable to the Company's auditor and its associates in respect of:

All other services	<u>28,003</u>	<u>18,747</u>
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7. Employees

Staff costs, including directors' remuneration, were as follows:

	2020 £	2019 £
Wages and salaries	120,049	135,005
Social security costs	11,424	15,077
Cost of defined contribution scheme	2,831	1,561
	<u>134,304</u>	<u>151,643</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2020 No.	2019 No.
Directors	4	4
Employees	2	2
	<u>6</u>	<u>6</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020**

8. Directors' remuneration and key management personnel

	2020	2019
	£	£
Directors' emoluments	56,549	74,918
Directors pension costs	1,389	924

During the year retirement benefits were accruing to no directors (2019 - £Nil) in respect of defined contribution pension schemes.

Key management personnel is considered to be limited to the directors.

ATC BROKERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 30 APRIL 2020

9. Taxation

	2020 £	2019 £
Corporation tax		
Current tax on profits for the year	486	-
Adjustments in respect of previous periods	(1,704)	-
	<u>(1,218)</u>	<u>-</u>
Total current tax	<u>(1,218)</u>	<u>-</u>
Taxation on (loss)/profit on ordinary activities	<u>(1,218)</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2019 - higher than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
Loss on ordinary activities before tax	<u>(216,100)</u>	<u>(198,821)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	(41,059)	(37,776)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	41,545	623
Adjustments to tax charge in respect of prior periods	(1,704)	37,153
Total tax charge for the year	<u>(1,218)</u>	<u>-</u>

ATC BROKERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020

10. Tangible fixed assets

	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation			
At 1 May 2019	224	7,253	7,477
At 30 April 2020	<u>224</u>	<u>7,253</u>	<u>7,477</u>
Depreciation			
At 1 May 2019	37	3,407	3,444
Charge for the year on owned assets	75	1,991	2,066
At 30 April 2020	<u>112</u>	<u>5,398</u>	<u>5,510</u>
Net book value			
At 30 April 2020	<u>112</u>	<u>1,855</u>	<u>1,967</u>
At 30 April 2019	<u>187</u>	<u>3,846</u>	<u>4,033</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 30 APRIL 2020**

11. Debtors

	2020 £	2019 £
Other debtors	68,672	20,886
Prepayments and accrued income	44,160	19,072
	<u>112,832</u>	<u>39,958</u>

12. Cash and cash equivalents

	2020 £	2019 £
Cash at bank and in hand	6,913,360	8,354,572

Included within cash at bank and in hand is client monies held of £5,325,949 (2019 - £6,460,033) with the corresponding amount forming part of the creditors balance. A next day transfer was performed of £26,515 to clear the surplus in the client bank accounts.

13. Creditors: Amounts falling due within one year

	2020 £	2019 £
Trade creditors	1,309	2,412
Client monies	5,299,434	6,460,033
Corporation tax	486	1,704
Other creditors	51,643	92,009
Accruals and deferred income	60,644	12,880
	<u>5,413,516</u>	<u>6,569,038</u>

Included within creditors is a liability to the firm's clients regarding client money held for the purpose of trading as per the principal activity. This amounts to £5,299,434 (2019 - £6,460,033) with the corresponding amount forming part of the cash at bank balance.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020**

14. Financial instruments

	2020 £	2019 £
Financial assets		
Financial assets measured at fair value through profit or loss	6,913,360	8,354,572
Financial assets that are debt instruments measured at amortised cost	50,606	5,244
	<u>6,963,966</u>	<u>8,359,816</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(5,412,292)</u>	<u>(6,566,659)</u>

15. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
785,246 (2019 - 785,246) Ordinary shares of £1.00 each	<u>785,246</u>	<u>785,246</u>

16. Pension commitments

The Company operates a defined contribution's pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pensions cost charge represents contributions payable by the Company to the fund and amounted to £2,831 (2019 - £1,561). The amount payable to the fund at the balance sheet date was £738 (2019 - £675).

17. Commitments under operating leases

At 30 April 2020 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2020 £	2019 £
Not later than 1 year	<u>3,680</u>	<u>11,040</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020**

18. Transactions with directors

The amount due from Directors outstanding at the year end was £2,955 (2019 - £2,090).

The amounts due from Directors are unsecured, interest free and repayable on demand.

19. Related party transactions

During the year a related party by virtue of common directorship provided services to ATC Brokers Limited totalling £1,561,146 (2019 - £2,572,078). An amount of £Nil (2019 - £Nil) was outstanding as at the year end date.

20. Controlling party

The company was under the joint control of D Manoukian and J Manoukian by virtue of their shareholdings.

Registered number: 08036570

ATC BROKERS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021



ATC BROKERS LIMITED

COMPANY INFORMATION

Directors	Mr D Manoukian Mr J Manoukian Ms J C Claudio
Registered number	08036570
Registered office	3rd Floor Waverley House 7-12 Noel Street London W1F 8GQ
Independent auditors	Ecovis Wingrave Yeats LLP Chartered Accountants & Statutory Auditor Waverley House 7-12 Noel Street London W1F 8GQ

ATC BROKERS LIMITED

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ATC BROKERS LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 30 APRIL 2021**

Introduction

The principal activity of the Company is to provide online trading solutions within the foreign exchange industry to clients ranging from retail to institutional traders.

Business Review

The directors are of the opinion that the Company is in a good position to progress into the next financial year and believe that their expertise should help ensure that the company is successful.

Principal risks and uncertainties

The principal risk for the company is its exposure to the volatility of economic conditions and possible economic downturns. Such downturns will likely have an impact on investor confidence, which will likely impact the frequency and value of trades undertaken by customers.

Further, the wider cost of regulation and compliance related to the company's registration with the FCA means the directors will continue to seek operational efficiencies to offset such costs.

Financial key performance indicators

Turnover: 2021 - £2,412,328 (2020 - £2,470,226)

Operating Profit: 2021 - £76,684 (2020 - £216,100 operating loss)

This report was approved by the board on 19 August 2021 and signed on its behalf.

Jack Manoukian

Mr J Manoukian
Director

ATC BROKERS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 APRIL 2021**

The directors present their report and the financial statements for the year ended 30 April 2021.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements 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 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 to 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.

Results and dividends

The profit for the year, after taxation, amounted to £114,884 (2020 - loss £214,882).

Directors

The directors who served during the year were:

Mr D Manoukian
Mr J Manoukian
Ms J C Claudio

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director 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.

ATC BROKERS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 APRIL 2021**

COVID 19

There have been significant global developments related to the Coronavirus (COVID 19) pandemic during 2021. As a result of this pandemic, which is driving economic uncertainty worldwide, the Company may experience volatility that could impact the financial results and/or impede generic operations. The Company and the Directors continue to monitor this unprecedented situation and evaluate the impact of the pandemic.

Auditors

The auditors, Ecovis Wingrave Yeats LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 19 August 2021 and signed on its behalf.

Jack Manoukian

Mr J Manoukian
Director

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ATC BROKERS LIMITED

Opinion

We have audited the financial statements of ATC Brokers Limited (the 'Company') for the year ended 30 April 2021, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of cash flows, the Statement of changes in equity and the related notes, 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 Financial Reporting Standard 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 30 April 2021 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.

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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ATC BROKERS LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' report thereon. The directors are responsible for the other information contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Opinion 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 Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have 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 in relation to which 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 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 set out on page 2, 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.

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ATC BROKERS LIMITED (CONTINUED)

Auditors' 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 Auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We considered our general commercial and sector experience and held a discussion with the Director and other management personnel to identify laws and regulations that could reasonably be expected to have a material effect on the financial statements.
- We determined that the laws and regulations which are directly relevant to the financial statements are those that relate to the reporting framework (UK Generally Accepted Accounting Practice) and the relevant tax compliance regulations in the jurisdictions in which the Company operates. We evaluated the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.
- The Company is subject to a number of other laws and regulations where consequences of non-compliance could have a material effect on the financial statements, for example imposition of fines/litigation, or the loss of the Company's licence to trade. We identified the following areas as those most likely to have such an effect: specific aspects of regulatory capital and liquidity, and compliance with the FCA rules. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Director and inspection of regulatory and legal correspondence, if any.
- In addition, there are other significant laws and regulations which may have an effect on the determination of the amounts and disclosures in the financial statements being those laws and regulations relating to General Data Protection Regulation (GDPR), fraud, bribery and corruption. For these laws and regulations, the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through fines or litigation being imposed. As required by the auditing standards, auditing procedures in respect of non-compliance with these identified laws and regulations are limited to enquiry of the Director and other management and inspection of regulatory and legal correspondence, if any.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur and by discussing with management to understand where they considered there was susceptibility to fraud. As part of these discussions, we also gained an understanding of the controls that are in place which are designed to prevent and detect irregularities arising from fraud. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and posting of inappropriate journal entries in order to improve reported performance. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations and fraud risks identified in the paragraphs above. In addition to the audit procedures, we communicated the identified laws and regulations to the audit team and remained alert to any indications of non-compliance throughout the audit. The specific audit procedures performed by the engagement team included:
 - o Review of Board minutes;
 - o Reviewed correspondence received from regulatory bodies;
 - o Reviewed large and unusual bank transactions;

ATC BROKERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ATC BROKERS LIMITED (CONTINUED)

o Identifying and testing journal entries, in particular, any journal entries posted by unexpected users, journals posted at unexpected times (for example, weekend), journals reflecting unusual account combinations, journals indicating large or unusual transactions based on our understanding of the business or journals with descriptions containing key unexpected words.

There are inherent limitations of an audit. There is a higher risk that irregularities, including fraud, will not be detected during the audit as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. The primary responsibility for the prevention and detection of non-compliance with all laws.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

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.

Gerard Collins

Gerard Collins (Senior statutory auditor)

for and on behalf of

Ecovis Wingrave Yeats LLP

Chartered Accountants & Statutory Auditor

Waverley House

7-12 Noel Street

London

W1F 8GQ

Date: 19 August 2021

ATC BROKERS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 APRIL 2021**

	Note	2021 £	2020 £
Turnover	4	2,412,328	2,470,226
Cost of sales		(503,724)	(479,561)
Gross profit		1,908,604	1,990,665
Administrative expenses		(1,831,920)	(2,206,765)
Operating profit/(loss)	5	76,684	(216,100)
Interest receivable and similar income	9	343	-
Profit/(loss) before tax		77,027	(216,100)
Tax on profit/(loss)	10	37,857	1,218
Profit/(loss) for the financial year		114,884	(214,882)

There was no other comprehensive income for 2021 (2020:£NIL).

The notes on pages 12 to 22 form part of these financial statements.

ATC BROKERS LIMITED
REGISTERED NUMBER: 08036570

BALANCE SHEET
AS AT 30 APRIL 2021

	Note	2021 £	2020 £
Fixed assets			
Tangible assets	11	205	1,967
		205	1,967
Current assets			
Debtors: amounts falling due within one year	12	113,635	112,832
Cash at bank and in hand	13	5,813,269	6,913,360
		5,926,904	7,026,192
Creditors: amounts falling due within one year	14	(4,197,582)	(5,413,516)
Net current assets		1,729,322	1,612,676
Total assets less current liabilities		1,729,527	1,614,643
Net assets		1,729,527	1,614,643
Capital and reserves			
Called up share capital	16	785,246	785,246
Profit and loss account		944,281	829,397
		1,729,527	1,614,643

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 19 August 2021

Jack Manoukian

Mr J Manoukian
 Director

The notes on pages 12 to 22 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2021**

	Called up share capital £	Profit and loss account £	Total equity £
At 1 May 2019	785,246	1,044,279	1,829,525
Comprehensive income for the year			
Loss for the year	-	(214,882)	(214,882)
	<hr/>	<hr/>	<hr/>
At 1 May 2020	785,246	829,397	1,614,643
Comprehensive income for the year			
Profit for the year	-	114,884	114,884
	<hr/>	<hr/>	<hr/>
At 30 April 2021	785,246	944,281	1,729,527
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The notes on pages 12 to 22 form part of these financial statements.

ATC BROKERS LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 APRIL 2021**

	2021 £	2020 £
Cash flows from operating activities		
Profit/(Loss) for the financial year	114,884	(214,882)
Adjustments for:		
Depreciation of tangible assets	1,762	2,066
Interest received	(343)	-
Taxation credit	(37,857)	(1,218)
Increase in debtors	(803)	(72,874)
Increase in creditors	138,232	6,295
Decrease in amounts owed to participating interests	(1,353,680)	(1,160,599)
Corporation tax received	37,371	-
	<hr/>	<hr/>
Net cash generated from operating activities	(1,100,434)	(1,441,212)
	<hr/>	<hr/>
Cash flows from investing activities		
Interest received	343	-
	<hr/>	<hr/>
Net cash from investing activities	343	-
	<hr/>	<hr/>
Net decrease in cash and cash equivalents	(1,100,091)	(1,441,212)
Cash and cash equivalents at beginning of year	6,913,360	8,354,572
	<hr/>	<hr/>
Cash and cash equivalents at the end of year	5,813,269	6,913,360
	<hr/> <hr/>	<hr/> <hr/>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	5,813,269	6,913,360
	<hr/>	<hr/>
	5,813,269	6,913,360
	<hr/> <hr/>	<hr/> <hr/>

The notes on pages 12 to 22 form part of these financial statements.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

1. General information

ATC Brokers Limited is a private company, limited by shares, domiciled in England and Wales, registration number 08036570. The registered office is 3rd Floor Waverley House, 7-12 Noel Street, London, W1F 8GQ.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

There have been significant global developments related to the Coronavirus (COVID 19) pandemic during 2021. As a result of this pandemic, which is driving economic uncertainty worldwide, the Company may experience volatility that could impact the financial results and/or impede generic operations. The Company and the Directors continue to monitor this unprecedented situation and evaluate the impact of the pandemic.

2.3 Revenue

Revenue is generated through commissions earned on trading platform accounts.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

2. Accounting policies (continued)

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2.5 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

2. Accounting policies (continued)

2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	- 3 year straight line
Computer equipment	- 3 year straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.9 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

2.11 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

2. Accounting policies (continued)

2.12 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

No key judgements were used in the preparation of the financial statements.

4. Turnover

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

	2021	2020
	£	£
Commission income	2,412,328	2,470,226
	<u>2,412,328</u>	<u>2,470,226</u>

All turnover arose within the United Kingdom.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

5. Operating profit/(loss)

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

	2021	2020
	£	£
Exchange differences	(56,841)	(4,804)

6. Auditors' remuneration

	2021	2020
	£	£
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	12,600	10,100

Fees payable to the Company's auditor and its associates in respect of:

All other services	30,418	25,829
	30,418	25,829

7. Employees

Staff costs, including directors' remuneration, were as follows:

	2021	2020
	£	£
Wages and salaries	117,802	120,049
Social security costs	8,068	11,424
Company contributions to defined contribution pension schemes	2,711	2,831
	128,581	134,304

The average monthly number of employees, including the directors, during the year was as follows:

	2021	2020
	No.	No.
Directors	3	4
Employees	2	2
	5	6

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

8. Directors' remuneration and key management personnel

	2021	2020
	£	£
Directors' emoluments	49,000	56,549
Company contributions to defined contribution pension schemes	1,258	1,389
	<u>50,258</u>	<u>57,938</u>

During the year retirement benefits were accruing to 1 director (2020 - 2) in respect of defined contribution pension schemes.

Key management personnel is considered to be limited to the directors.

9. Interest receivable

	2021	2020
	£	£
Other interest receivable	343	-
	<u>343</u>	<u>-</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

10. Taxation

	2021 £	2020 £
Corporation tax		
Current tax on profits for the year	(486)	(1,218)
Adjustments in respect of previous periods	(37,371)	-
	(37,857)	(1,218)
Total current tax	(37,857)	(1,218)
Deferred tax		
Total deferred tax	-	-
Taxation on profit/(loss) on ordinary activities	(37,857)	(1,218)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2020 - higher than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £	2020 £
Profit/(loss) on ordinary activities before tax	77,027	(216,100)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	14,635	(41,059)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	295	41,545
Utilisation of tax losses	(15,416)	-
Adjustments to tax charge in respect of prior periods	(37,371)	(1,704)
Total tax charge for the year	(37,857)	(1,218)

Factors that may affect future tax charges

As at the year end, the company has estimated tax losses carried forward of £134,138 (2020 - £213,061) available for offset against future taxable trading profits.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

11. Tangible fixed assets

	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation			
At 1 May 2020	224	7,253	7,477
At 30 April 2021	<u>224</u>	<u>7,253</u>	<u>7,477</u>
Depreciation			
At 1 May 2020	112	5,398	5,510
Charge for the year on owned assets	75	1,687	1,762
At 30 April 2021	<u>187</u>	<u>7,085</u>	<u>7,272</u>
Net book value			
At 30 April 2021	<u>37</u>	<u>168</u>	<u>205</u>
<i>At 30 April 2020</i>	<u>112</u>	<u>1,855</u>	<u>1,967</u>

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

12. Debtors

	2021	2020
	£	£
Other debtors	53,796	68,672
Prepayments and accrued income	59,839	44,160
	113,635	112,832
	113,635	112,832

13. Cash and cash equivalents

	2021	2020
	£	£
Cash at bank and in hand	5,813,269	6,913,360
	5,813,269	6,913,360
	5,813,269	6,913,360

Included within cash at bank and in hand is client monies held of £4,139,353 (2020 - £5,325,949) with the corresponding amount forming part of the creditors balance. The surplus reported as at the year end was satisfactorily cleared in full by performing a next working day transfer in accordance with the requirements of the FCA client money rules.

14. Creditors: Amounts falling due within one year

	2021	2020
	£	£
Trade creditors	5,672	1,309
Client monies	3,945,754	5,299,434
Corporation tax	-	486
Other taxation and social security	1,956	-
Other creditors	182,559	51,643
Accruals and deferred income	61,641	60,644
	4,197,582	5,413,516
	4,197,582	5,413,516

Included within creditors is a liability to the firm's clients regarding client money held for the purpose of trading as per the principal activity. This amounts to £3,945,754 (2020 - £5,299,434) with the corresponding amount forming part of the cash at bank balance.

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

15. Financial instruments

	2021 £	2020 £
Financial assets		
Financial assets measured at fair value through profit or loss	5,813,269	6,913,360
Financial assets that are debt instruments measured at amortised cost	113,635	50,606
	5,926,904	6,963,966
Financial liabilities		
Financial liabilities measured at amortised cost	(4,197,582)	(5,412,292)
	(4,197,582)	(5,412,292)

16. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
785,246 (2020 - 785,246) Ordinary shares of £1.00 each	785,246	785,246
	785,246	785,246

17. Pension commitments

The Company operates a defined contribution's pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pensions cost charge represents contributions payable by the Company to the fund and amounted to £2,827 (2020 - £2,831). The amount payable to the fund at the balance sheet date was £622 (2020 - £738).

18. Commitments under operating leases

At 30 April 2021 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2021 £	2020 £
Not later than 1 year	36,798	3,680
	36,798	3,680

ATC BROKERS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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19. Transactions with directors

The amount due from Directors outstanding at the year end was £1,536 (2020 - £2,955).

The amounts due from Directors are unsecured, interest free and repayable on demand.

20. Related party transactions

During the year a related party by virtue of common directorship provided services to ATC Brokers Limited totalling £1,261,360 (2020 - £1,561,146). An amount of £Nil (2020 - £Nil) was outstanding as at the year end date.

21. Controlling party

The company was under the joint control of D Manoukian and J Manoukian by virtue of their shareholdings.