**WITNESS STATEMENT**

1. I am Sophie Waels of 43 Castelnau Mansions, Castelnau SW13 9QU London.
2. I am a non-practising English solicitor with experiences in corporate and finance in the UK and internationally. I trained at the London office of Ashurst, a leading International law firm before joining another leading International law firm Morrison Foerster.
3. I received, amongst other degrees (1) a Master in Business law from the University of Lille II, France; (2) a Master in Intellectual Property law from the University of Pantheon – Assas, Paris 2, France; (3) a Master in International and European Legal Studies from Durham, England; and (4) the Legal Practice Course from the College of Law, York.
4. I was asked to assist the Sherlock Holmes Society Limited to compile an index of documents relating to the various companies linked to the Sherlock Holmes museum (“Museum”) filed at Companies House in connection with the Sherlock Holmes International Society Limited’s Claim Against (1) John Aidiniantz, (2) Rollerteam Limited, (3) The Sherlock Holmes Museum Limited,(4) Sherlock Holmes Limited.
5. The contents of this witness statement are made from my own knowledge save where I indicate to the contrary, in which case I identify the source of my information and belief.

**Significant number of Sherlock Holmes companies**

1. There are a significant number of companies (“Companies”) associated with Mr. John Aidiniantz and the Sherlock Holmes museums, some of them being incorporated between 1984 and 2009 and which are either active or dissolved.
2. Based on Mr. Aidiniantz’s official directorships at Companies House, I decided to select the thirteen (13) companies listed in the Annex 1 to understand how M. Aidiniantz manages or attempts to manage the said companies.

**The activities of the Companies**

1. The significant number of companies with the same or similar names incorporated within a short period of time suggest that the instigator of these companies believe that this is a safe haven for fraud and crime of all sorts and has been using the failure of Companies House and other institutions to regulate companies such as company law is not being enforced as envisaged by parliament as more fully described below.
2. Some of the companies associated with Mr. Aidiniantz are dissolved and it has proved to be more difficult to investigate these companies though I had been able to understand the following:

* 221b Limited (02395025) was struck off following the petition from Customs & Excise (winding up);
* 221b Limited (04588395) was struck off most probably for the failure to lodge certain documents at Companies House;
* Sherlock Holmes Limited (02822866) was struck off following the petition of creditors. The statement of affairs of the Company dated 5.8.03 signed by John Aidiniantz stated that the Company’s assets were £5,000 with debt amounted to £368,227.45 with Customs & Excise being the main creditor (£123,643.65);
* Sherlock Holmes Limited (05753913) was subject two notices of striking off one in 2007 and the other one in 2009 resulting in the Company being struck off probably for failure to lodge certain documents at Companies House;
* Sherlock Holmes Museum Limited (02762389) was dissolved, most probably as this was the other company were Mr. Aidiniantz allotted himself 98 shares on 19.12.1994, which is the exact same date than when John Aidiniantz transferred his shares in Rollerteam Limited to Grace Riley.

1. It should be noted that immediately after 221b Limited (04588395) was dissolved (12.5.09), another 221 b Limited was incorporated on 19.05.09
2. A number of other companies, such as Aid Armenia International Limited linked with Mr. Aidiniantz were also the subject of striking off petitions.
3. The age of companies at the time of striking or winding off was between 3-9 years.
4. Having incorporated and dissolved a large number of companies, Mr. Aidiniantz is fully aware that:

* the fees charged on incorporation of a company in England are minimal (£15 when done on line); and the annual cost of maintaining a company with the Registrar of Companies has remained extraordinarily low for a very long time;
* The maximum fee now payable annually is just £30, the sum due when filing an annual return form on paper for a limited company. This charge has remained constant for a considerable period, but even this modest sum can now be halved since those now filing their annual return form on line pay a reduced sum of £15. These charges are now so insignificant that they represent no obstacle to the operation of a limited company, at all.
* A majority of companies dissolved are removed from the Register of Companies because they have not filed documents that they are required to submit by law. Rather than chase or prosecute them Companies House simply gets rid of the offending companies – so sweeping the problem of non compliance with the law out of view.

1. A number of the Companies that has been dormant and then active and then dormant again. They may be dormant for various reasons, for example, to protect a company name, in readiness for a future project, or to hold an asset or intellectual property. There may be another very good reason for having a dormant company. This is the only type of company where a form on which the accounts can be submitted can be downloaded from the Registrar’s own web site and be submitted in an action requiring almost no effort at all. Having said that we know that the companies use Harry Daniels Of Pinnick Lewick for the last six (6) years or so.
2. This might also be a tax avoidance scheme, though I am not a tax expert and would not be able to comment.
3. In addition it should be noted that the Companies that have not been dormant have filed abbreviated accounts as a result of which small companies need not publish their profit and loss account, so rendering most of the data they publish largely irrelevant and incapable of meaningful interpretation.

**Management and administration of the Companies**

1. Generally, leaving apart the nominee directors when the companies were incorporated, the officers (directors and secretary) of the various Companies were members of the Riley/Aidiniantz family, girlfriends of Mr. John Aidiniantz or Ms Patricia Knox.
2. John Aidiniantz was convicted of a criminal offence in December 1994. As result of this conviction for fraud it is highly likely that he would have been disqualified for being a director for 10 years, though I was not able to obtain formal confirmation of his disqualification. Despite this, he confirmed that
3. he “*resigned as a director of Rollerteam Ltd on 20th September 1996 and Linda Riley stepped into “his” place as director to assist mum*.”; and
4. Generally, he had always been active in the management of the museum.
5. Furthermore, Mr. Aidiniantz seems to have used the identity of the members of his family. This has been facilitated by the fact that no signatures are now needed and electronic signatures are used. In addition, no checks are undertaken. The incorporation and maintenance of a UK company is as a result akin to an invitation to undertake identity theft because of the opportunity it provides to undertake trade without being identified. The risk of fraud is high as a result. This seems to be something that Mr. Aidiniantz understood. In particular, on 7 November 2012, I was informed that Ms. Sarah Aidiniantz was not aware that she was a director of Rollerteam Limited. As result of which, I was asked to draft a letter that Ms. Aidiniantz could send to Rollerteam where she would confirm the following: - that she had never accepted being appointed as a director of this Company; that the address “*1 Albion Mews, London, W22BA*” is my father ‘s address John Peter Neville Aidiniantz. She then decided not to send this letter. Instead, a form was filed at Companies
6. Mr. Aidiniantz has also confirmed that he keeps signed blank documents relating to appointment, termination of directorship or others for the various “potential directors”. He then filed with the relevant information at a later stage when Mr. Aidiniantz decides to insert what he wishes. Mr. Aidiniantz does not seem to request the authorisation for releasing the said documents which he or the accountants Mr. Harry Daniels were holding on trust for the signatories. This was confirmed By John Aidiniantz in his email of 13.10.2012 and by Harry Daniels of Pinnick Lewis when I met him with Tariq Siddiqi on 25 October 2012. This seems a particularly vulnerable way of handling matters, in particular where/ if there is no subsequent request to the signatory to release such signed documents for a specific purpose.
7. Mr. Aidiniantz has also obtained documents from Harry Daniels of Pinnick Lewis, the accountants of the various Sherlock Holmes companies which he was not entitled to: for example, the certificate of incorporation of the Sherlock Holmes Society Limited stated that the original had been forwarded to John Aidiniantz, where he had never been a member or director of that Company. This is a clear indication to behave as a shadow director.
8. Whilst Company law impose clear indication as to when certain documents must be filed (for example a company must then file the appropriate form relating to the appointment or resignation of a director at Companies House within fourteen (14) days of the change), limited to no actions are taken by Companies House for late filing or the absence of filing. Most of the documents filed at Companies House for the thirteen (13) companies were filed late resulting in misrepresentation. In addition, some of the Companies such as Rollerteam have tried to consolidate its share capital by reducing the number of shares it has in issue and increasing the par value of each. For instance, Rollerteam Limited was a company with 100 shares in issue having a nominal value of £1 attempted to consolidate on a 1-for-50 basis, reducing the number of shares to 2 and changing the nominal value to £50 see 2002 Annual Return of Rollerteam Limited. It then attempted to subdivide its share capital in shares with a par value of £1, though typos were made in the 2005 Annual Return; 2006 Annual Return; 20075 Annual Return. However no notice of consolidation or subdivision of shares capital was filed at Companies House.

**Shares**

1. According to Mr. Aidiniantz, ”*the only shares which were legally transferred to “his” mum by way of a signed stock transfer form (prior to him going into prison) were those held in Sherlock Holmes Ltd but shares in Rollerteam Ltd were not transferred because of the tax implications which had surfaced and which would have applied if I had transferred ownership of that company to mum*.”
2. I have reviewed the various documents and my conclusion is as follows:

* In the 1994 Annual Return, there is a reference to a transfer of ninety nine (99) shares to Grace Riley (the “Transfer”). The 1994 Annual Return was made up to 5.12.1994, signed by John Aidiniantz on 19.12.1994 and filed on 23.12.1994. This referred to a transfer and an allotment that happened after the relevant period but was inserted due to the immediate sentencing of John Aidiniantz and his willingness to ensure that his creditors were made fully aware of his position i.e. that he did not hold any shares in the company that had assets;
* The Transfer referred in the 1994 which comprises the one (1) share held by John Aidiniantz and ninety eight (98) shares which were allotted by the Company on 19.12.1994 (see Form 88(2) signed by John Aidiniantz on 19.12.1994 was filed on 23.12.1994 as the 1994 Annual Return);
* On 19.12.1994, Sherlock Holmes Museum Limited (02762389 - Dissolved) allotted 98 shares on 19.12.1994 to John Aidiniantz. This is the exact same date than when John Aidiniantz transferred his shares in Rollerteam Limited to Grace Riley. I believe that this was a psychological exercise where John Aidiniantz felt he could still regain the museum in due course;
* I have not seen any indication that Ms Grace Riley transferred back the legal and/or the beneficial ownership of the shares in Rollerteam Limited to John Aidiniantz or that she was holding the said shares on trust for John Aidiniantz;
* Instead, the circumstances described above suggests that Mr. John Aidiniantz believes that, ***[WITH THE ASSISTANCE OF HIS ACCOUNTANT HARRY DANIELS [QUID WHETHER APPROPRIATE]*** he has a licence to abuse members of his family; third party creditors (including suppliers, banks and Customs & Excise), Company House in total disrespect of the rules enacted by Parliament Court.

ANNEX 1

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| **Company Name** | **Company Number** | **Incorporation/dissolution** | **Comments** |
| 1. 221b Limited | 02395025  (Dissolved) | Incorporated on 14.6.89  Dissolved on 2.9.98  9 | Reason for dissolution: Petition from Customs & Excise (winding up) |
| 1. 221b Limited | 04588395  (Dissolved) | Incorporated on 12.11.02  Dissolved on 12.5.09 | Grace Riley signed a form 287 to change the registered office of the Company whereas she had never been a director of that company.  The sole shareholder was John Aidiniantz.  Reason for dissolution: Struck off. |
| 1. 221b Limited | 06909965  (Active) | Incorporated on 19.05.09 | The sole shareholder is John Aidiniantz.  Dissolution notice dated 9.10.10. |
| 1. 221b Baker Street Limited | 02587344  (Active) | Incorporated on 1.3.91 | The sole shareholder is Grace Riley. |
| 1. Aid Armenia Limited | 07082232  (Active) | Incorporated on 20.11.09 | This is a company limited by guarantee.  The Annual Return overdue.  The directors are John Aidiniantz and Grace Riley. |

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| 1. Aid Armenia International Limited | 06380924  (Active) | Incorporated on 25.9.07  . | This is a Company limited by guarantee.  The directors are John Aidiniantz and Grace Riley.  A striking off action was discontinued.  John Aidiniantz filed the 2011 Accounts in 18 January 2013 and according to the accounts the accounts were approved by a board meeting that took place on 14 January 2013. |
| 1. Rollerteam Limited | 01868761  (Active) | Incorporated on 5.12.84 | John Peter Neville Aidiniantz resigned from the Company on 20.09.1996 and was reappointed in on 9.5.2006. During this period Linda and Grace were directors.  Sarah Aidiniantz, who was recorded at Companies House of being a director of Rollerteam until 8 November 2012. Resignation date being: 19 September 2012. |
| 1. Sherlock Holmes Limited | 02822866  (Dissolved) | Incorporated on 1.6.93  Dissolved on 17.1.06  3 | Statement of affairs of the Company dated 5.8.03 signed by John Aidiniantz stated that the Company’s assets were £5,000 with debt amounted to £368,227.45 with Customs & Excise being the main creditor (£123,643.65). |

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| 1. Sherlock Holmes Limited | 05753913  (Dissolved) | Incorporated on 23.3.06  Dissolved on 8.9.09  3 | The sole shareholder was John Aidiniantz  Notice of striking off in 2007 and 2009 |
| 1. Sherlock Holmes Limited | 07006766  (Active) | Incorporated on 2.9.09 | According to the 2012 Annual Return, Rollerteam is the sole shareholder of the Company holding 100 shares in the Company.  According to the 2011 Annual Return , John Aidiniantz held previously 1 share which he transferred to Rollerteam on 1.3.11.  According to the form sh01 dated 22.8.11, the Company allotted 100 shares to Rollerteam on 22.8.11.  This means that the subsequent statements that Rollerteam holds 100 shares are incorrect as this should be 101 shares provided that appropriate corporate authorisations were provided. |

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| 1. Sherlock Holmes Museum Limited | 03640620  (Active) | Incorporated on 16.9.98 | This Company was incorporated immediately after the dissolution of a previous Sherlock Holmes Museum Limited (02762389).  Change of accounting reference dated 17.2.04 signed by John Aidiniantz whereas he was not a director (resignation date: 1.2.04.  According to the 2007 Annual return, Grace Riley transferred her shares to Rollerteam Limited on 25.10.06. |
| 1. Sherlock Holmes Museum Limited | 02762389  (Dissolved) | Incorporated on 5.11.92  Dissolved on 9.6.98 | Shareholders at the time of the dissolution: 99 Shares to John / 1 Shares to Grace  Allotment of 98 shares on 19.12.1994 to John Aidiniantz. This is the exact same date than when John Aidiniantz transferred his shares in Rollerteam Limited to Grace Riley. |
| 1. The Sherlock Holmes Society Limited | 05179788  (Active) | Incorporated on 14.7.04 | Note on the copy of the certificate of incorporation that the original was given to John Aidiniantz |