

M.W. MARSHALL (U.K.) LIMITED

Report and Unaudited Financial Statements
31 December 2011



M.W MARSHALL (U.K.) LIMITED

DIRECTORS' REPORT

The directors present their annual report and unaudited financial statements for the year ended 31 December 2011

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Company is a wholly owned subsidiary within the Tullett Prebon plc group (the 'Group')

The Company has been dormant, as defined in section 1169 of the Companies Act 2006, (the 'Act'), throughout the year. In the preceding year the Company's results and financial position reflect the Group's continued implementation of its reorganisation project. This project has been to simplify the Group's legal entity structure, rationalise intercompany loan relationships and to optimise entity reserves.

The result for the preceding year, after taxation, amounted to £672,447

The directors do not recommend payment of a final dividend

GOING CONCERN

The directors have a reasonable expectation that the Company has adequate resources to continue in existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in Note 1, accounting policies, in the financial statements on page 5.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company does not face any risks or uncertainties as it has remained dormant throughout the year.

ENVIRONMENTAL POLICY

The nature of the Company's activities is such that it has a minimal direct effect on the environment. However, management have agreed to adopt Group policies to safeguard the environment to meet statutory requirements or where such policies are commercially sensible.

DIRECTORS

The following directors held office during the year, except as noted:

P R Mainwaring

R B Stevens (resigned 30 September 2011)


R J Stewart

B C B Ward (resigned 31 May 2012)

DIRECTORS' INDEMNITIES

The Company's ultimate parent, Tullett Prebon plc, has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

This report was approved by the Board of Directors and signed on its behalf by


N L Challen
Company Secretary
Date 10 Sept 2012

Registered office
Tower 42
Level 37
25 Old Broad Street
London
EC2N 1HQ

Registered No
213626

M W. MARSHALL (U.K.) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and 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 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.

M.W. MARSHALL (U K.) LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2011

	<i>Notes</i>	<i>2011</i> £	<i>2010</i> £
Other income		-	672,447
RESULT/PROFIT ON ORDINARY BEFORE TAXATION	2	-	672,447
Tax charge on profit on ordinary activities	3	-	-
RESULT/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	7	-	672,447

M W Marshall (U K) Limited (registered number 213626) did not trade during the current year and has made neither a profit nor loss, nor any other recognised gain or loss In the preceding year the Company had no recognised gains or losses other than the profit for that year

M W. MARSHALL (U.K) LIMITED

BALANCE SHEET

as at 31 December 2011

	Notes	2011 £	2010 £
CAPITAL AND RESERVES			
Called-up share capital	4	12,000	12,000
Profit and loss account	5	(12,000)	(12,000)
SHAREHOLDERS' FUNDS			
		-	-

For the year ended 31 December 2011 the Company was entitled to exemption from audit under the provisions of section 480 of the Act

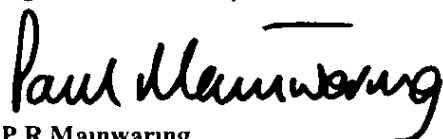
The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Act

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to

- (a) accounting records, and
- (b) the preparation of financial statements

The financial statements of M W Marshall (U K) Limited (registered number 213626) were approved by the Board of Directors and authorised for issue on *10 Sept 2012*.

Signed on its behalf by



P R Mainwaring
Director

M.W. MARSHALL (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS as at 31 December 2011

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention, and in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Going concern

After consideration of the Company's business review and the risks and uncertainties as set out on page 1 of the directors' report, the directors have a reasonable expectation that the Company has adequate resources to continue in existence for the foreseeable future. Accordingly, the going concern basis continues to be used in preparing these financial statements.

Cash flow statement

The Company is exempt from reporting a cash flow statement in accordance with FRS 1 Cash Flow Statements (Revised 1996), as the Company is a wholly owned subsidiary of Tullett Prebon plc, which is registered in England and Wales and which prepares group financial statements which are publicly available.

Foreign currencies

Transactions in foreign currencies are converted at exchange rates ruling at the transaction dates.

Monetary assets and liabilities, denominated in foreign currencies at the balance sheet date are translated into sterling at the rates of exchange ruling at the balance sheet date. Exchange gains and losses are taken to the profit and loss account.

Taxation

Current taxation is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusions of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not they will be recovered. Deferred tax assets and liabilities are not discounted.

Related party transactions

The Company is exempt from disclosing related party transactions, under Paragraph 3c of Financial Reporting Standard No. 8 – Related Party Disclosures, with members of the Group, as it is a wholly owned subsidiary and provided that any other subsidiary undertaking which is a party to the transaction is wholly owned by a member of that Group.

Segmental reporting

The Company has taken advantage of reporting exemptions in accordance with SSAP 25 Segmental Reporting, since it is a subsidiary of a group which provides segmental information in compliance with this accounting standard.

Financial Instruments

The Company's ultimate UK parent undertaking, Tullett Prebon plc, presents information in accordance with Financial reporting standard ("FRS") 29 Financial Instruments Disclosures. Accordingly, the Company is exempt from the disclosure requirements of FRS 29.

M.W MARSHALL (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

as at 31 December 2011

2. OPERATING RESULT/PROFIT

The Company is not subject to audit for the current period Auditor remuneration in respect of audit services for 2010 amounted to £4,000 and was borne by Tullett Prebon Group Limited

The Directors do not receive any remuneration for their services to the Company (2010 £nil)

The Company had no employees during the year (2010 nil)

3. TAX CHARGE ON RESULT/PROFIT ON ORDINARY ACTIVITIES

	2011 £	2010 £
Current tax	-	-
UK corporation tax charge on result/profit for the year	-	-

Factors affecting the current tax charge

The tax assessed on the profit on ordinary activities for the preceding year is at the standard rate of corporation tax in the UK of 28%

	2010 £
Result/profit on ordinary activities before tax	672,447
Result/profit on ordinary activities multiplied by the Standard rate of corporation tax in the UK	188,285
Non-taxable income	(188,285)
Tax charge on ordinary activities for the year	-

4 CALLED-UP SHARE CAPITAL

	2011 £	2010 £
Allotted, called up and fully paid 1,200,000 ordinary shares of £0.01 each	12,000	12,000

M.W MARSHALL (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS as at 31 December 2011

5 RECONCILIATION OF SHAREHOLDERS' FUNDS

	<i>Share capital £</i>	<i>Profit and loss account £</i>	<i>Total equity shareholders' funds £</i>
At 1 January 2010	12,000	(684,447)	(672,447)
Profit for the year	-	672,447	672,447
At 31 December 2010	12,000	(12,000)	-
Result for the year	-	-	-
At 31 December 2011	12,000	(12,000)	-

6 PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking changed from Prebon Yamane International Limited to Tullett Liberty (European Holdings) Limited on 26 May 2011

The Company's ultimate parent undertaking and controlling party is Tullett Prebon plc

The parent undertaking of the smallest group which includes the Company for which group accounts are prepared is Tullett Prebon Group Holdings plc

The parent undertaking of the largest group which includes the Company for which group accounts are prepared is Tullett Prebon plc

Copies of Tullett Prebon Group Holdings plc and Tullett Prebon plc financial statements are available from the registered office Tower 42, Level 37, 25 Old Broad Street, London, EC2N 1HQ