

# EURO BROKERS FINANCIAL SERVICES LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2004

The directors present their report and the audited financial statements of the company for the year ended 31 December 2004.

### Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which 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. The directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2004 and applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records which 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 1985. 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.

### Review of the business and future developments

The company remained dormant during the year. Accordingly no profit and loss account has been prepared.

### Directors

The directors of the company during the year were:

RA Clark  
WCW Pask

None of the directors had any interest in the shares of the company.

### Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By Order of the Board

F Barone  
Secretary  
12 May 2005



RID  
COMPANIES HOUSE

0396

16/6/05

## EURO BROKERS FINANCIAL SERVICES LIMITED

### **Independent auditors' report to the members of Euro Brokers Financial Services Limited**

We have audited the financial statements which comprise the balance sheet and the related notes which have been prepared under the historical cost convention and the accounting policies set out in the statement of accounting policies.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report including the opinion has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

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

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

### **Basis of audit opinion**

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

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

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 31 December 2004 and have been properly prepared in accordance with the Companies Act 1985.

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

12 May 2005

PricewaterhouseCoopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. The principal place of business of PricewaterhouseCoopers and its associate partnerships, and of Coopers & Lybrand, is 1 Embankment Place, London WC2N 6NN. The principal place of business of Price Waterhouse is Southwark Towers, 32 London Bridge Street, London SE1 9SY. Lists of the partners' names are available for inspection at those places.


All partners in the associate partnerships are authorised to conduct business as agents of, and all contracts for services to clients are with, PricewaterhouseCoopers. PricewaterhouseCoopers is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.

# EURO BROKERS FINANCIAL SERVICES LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2004

	Notes	2004 £'000	2003 £'000
<b>Current assets</b>			
Debtors	4	2,150	2,150
Net Current assets		2,150	2,150
<b>Capital and reserves</b>			
Called up share capital	5	2,150	2,150
Profit and loss account		-	-
Shareholders' funds (equity interests)		2,150	2,150

Approved by the Board on 12 May 2005



WCW Pask  
Director

The notes on pages 4 to 5 form part of these accounts.

# EURO BROKERS FINANCIAL SERVICES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004 (continued)

### 1. Accounting policies

#### Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

### 2. Profit and loss account

During the year the Company has not traded and has not incurred any liabilities. Consequently, it has made neither profit nor loss. £Nil remuneration has been paid to any directors for services rendered to the company (2003: £Nil). Auditors remuneration has been borne by other group companies.

### 3. Employees

There were no employees during the year.

### 4. Debtors

	2004	2003
	£'000	£'000
Amounts due from group undertakings	2,150	2,150

### 5. Share capital

	2004	2003
	£'000	£'000
Authorised:		
5,000,000 ordinary shares of £1 (equity)	5,000	5,000
Alotted, called up and fully paid:		
2,150,000 ordinary shares of £1 (equity)	2,150	2,150

### 6. Capital commitments

There were £Nil capital commitments at 31 December 2004 (2003: £Nil).

### 7. Ultimate parent undertaking

The ultimate parent undertaking and controlling party is Maxcor Financial Group Inc a public company incorporated in the United States of America.

# EURO BROKERS FINANCIAL SERVICES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004 (continued)

### 8. Parent undertaking

The largest and smallest group accounts, which are prepared and in which the Company is included are as follows:

	<u>Largest</u>	<u>Smallest</u>
Name of Company:	Maxcor Financial Group Inc.	Euro Brokers Holdings Limited
Country of incorporation:	United States of America	United Kingdom
Address from which copies of the group accounts may be obtained:	18th Floor 199 Water Street One Seaport Plaza New York	133 Houndsditch London EC3A 7AJ