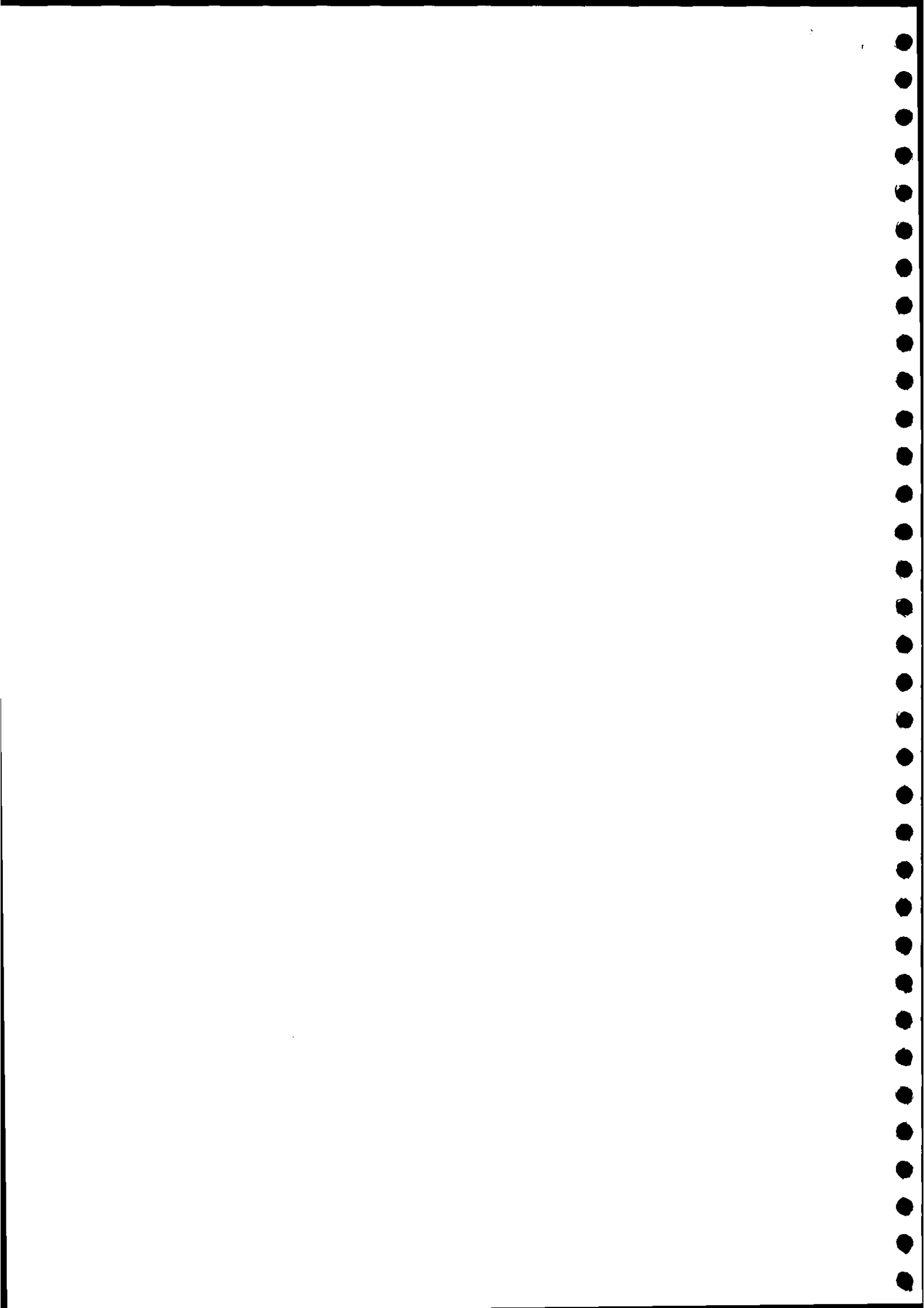


EURO BROKERS SERVICES LIMITED
(REGISTERED NUMBER: 2284837)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
31 DECEMBER 2004



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EURO BROKERS 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 to 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

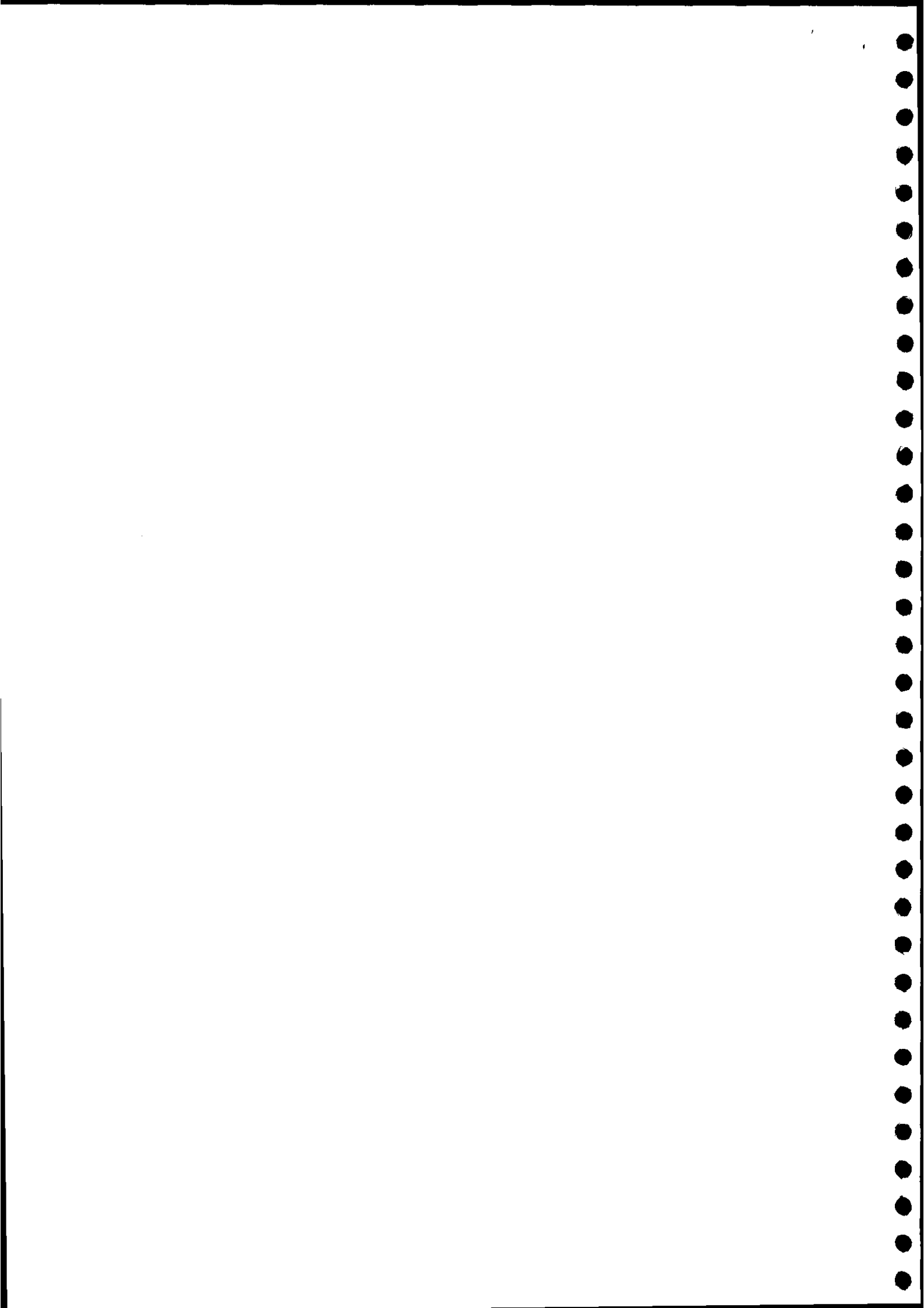
The Company disburses expenditure on behalf of other group companies, holds the group's fixed assets and associated finance leases and is directly reimbursed by those companies. This role is expected to continue for the foreseeable future. The immediate parent Company, Euro Brokers Holdings Limited has indicated that it will continue to provide sufficient funds for the Company to operate for at least the next twelve months.

Results and dividends

Details of the results for the period are set out in the profit and loss account on page 4. The Company made a loss after tax of £980,000 (2003: profit after tax of £195,000). No dividend was paid or declared in 2004 (2003: £nil). A loss of £980,000 has been transferred to reserves (2003: profit of £195,000).

Tangible fixed assets

The changes in tangible fixed assets are detailed in Note 11 to the financial statements.



EURO BROKERS SERVICES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2004 (Continued)

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.

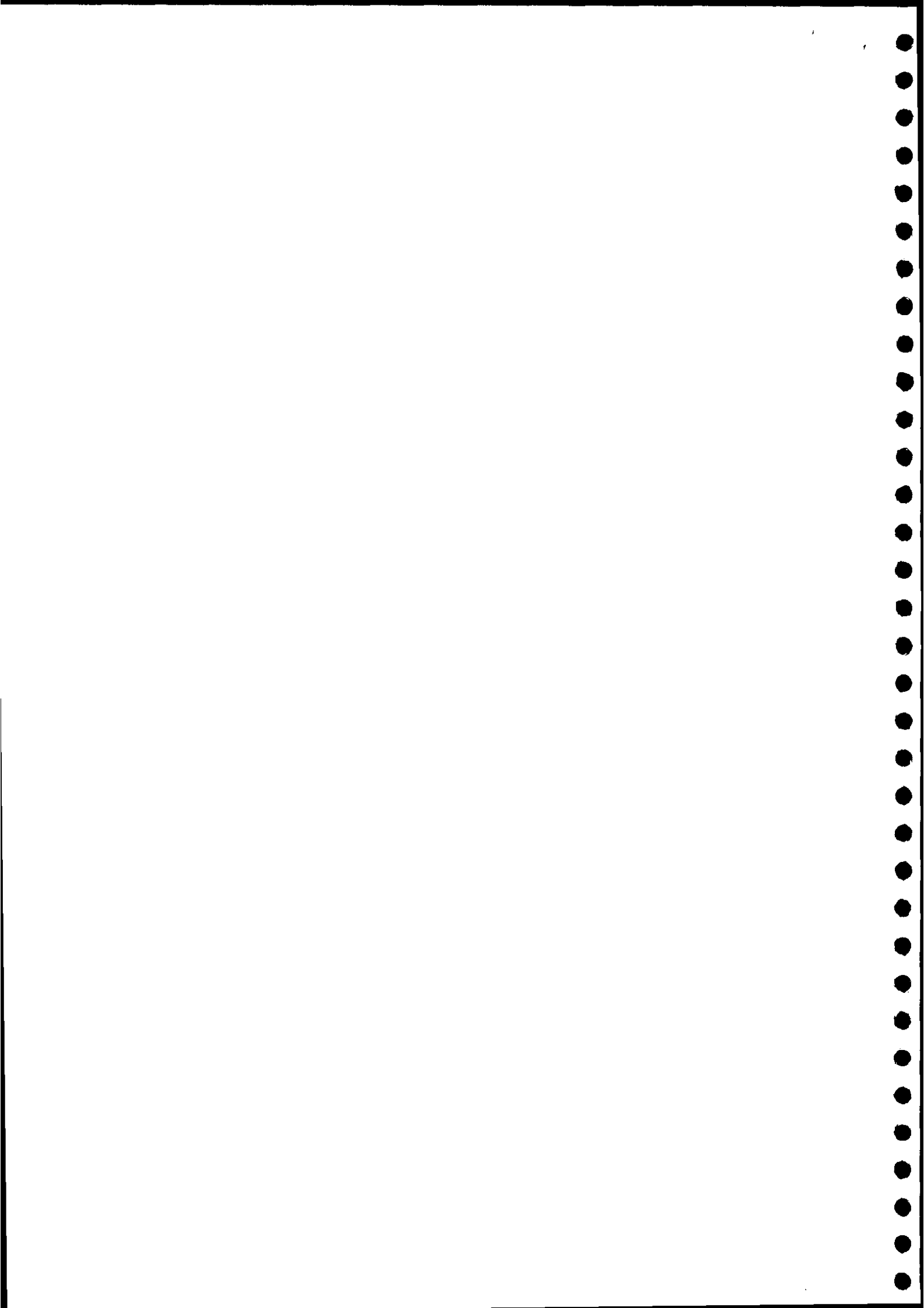
Auditors

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
29 April 2005



EURO BROKERS SERVICES LIMITED

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

We have audited the financial statements which comprise the profit and loss account, 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.

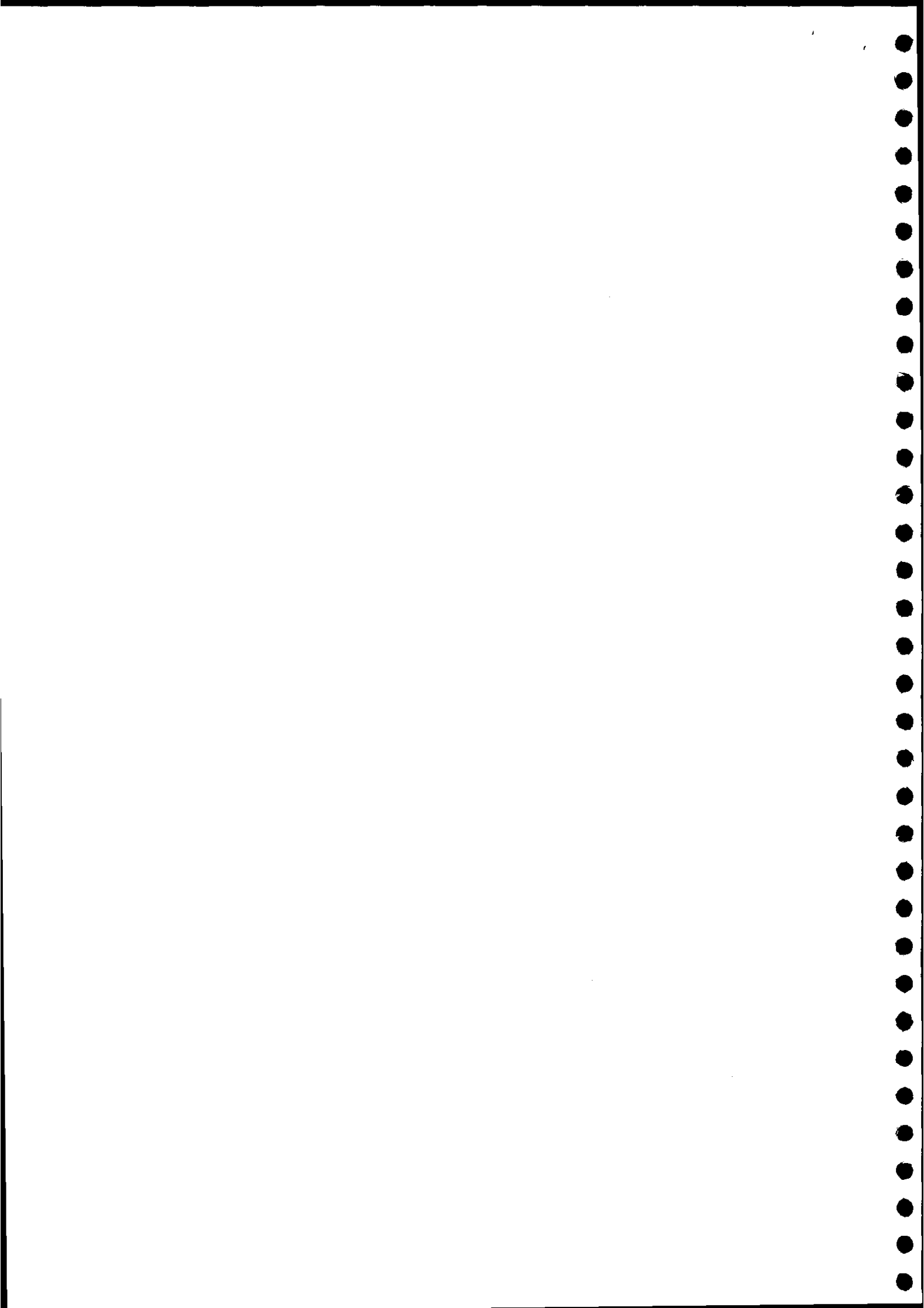
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity 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 of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London
29 April 2005



EURO BROKERS SERVICES LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2004

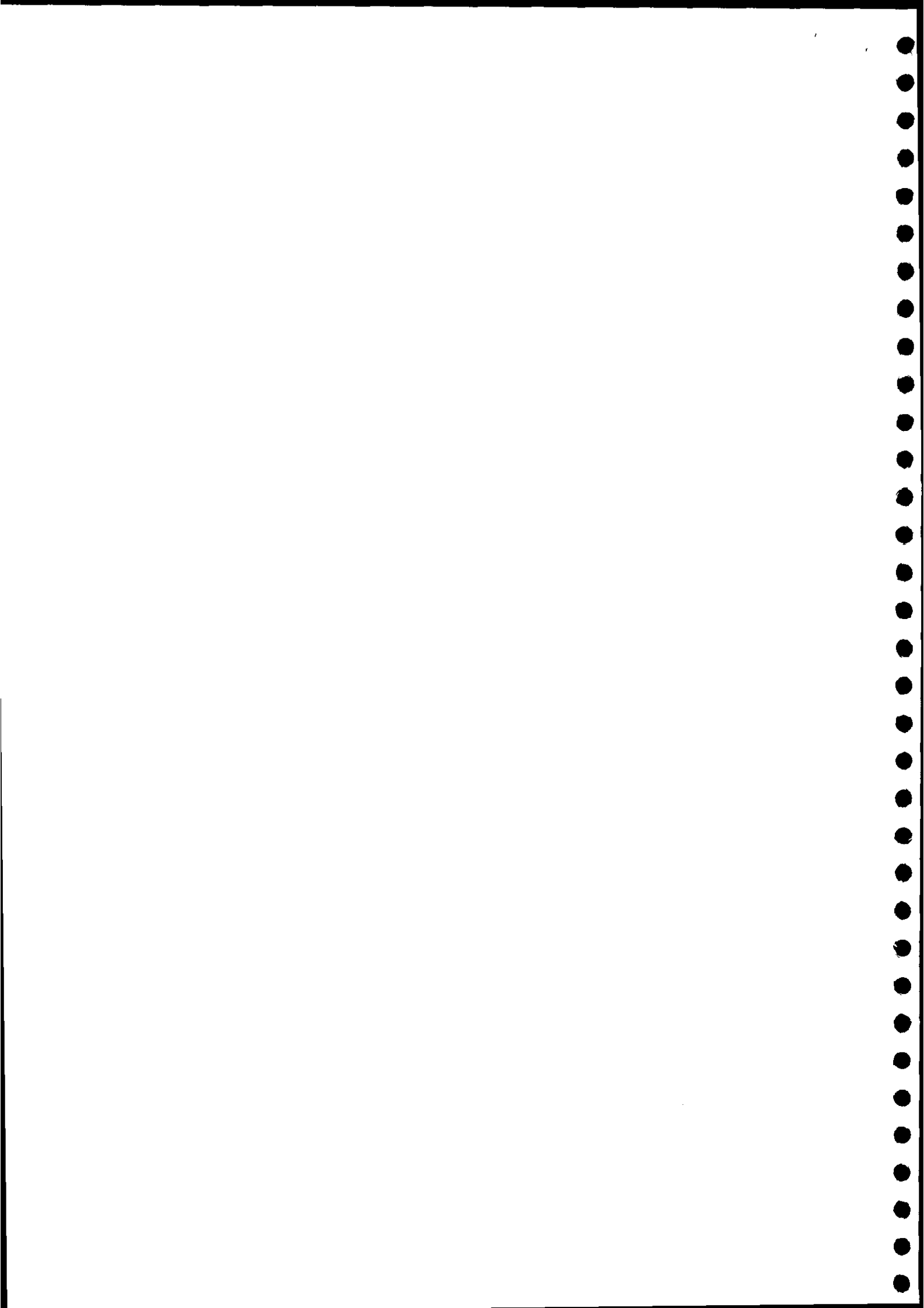
	Notes	2004 £'000	2003 £'000
Turnover	3	8,000	6,762
Administrative expenses			
- Normal		(7,857)	(6,530)
- Exceptional item	8	(1,634)	-
		(9,491)	(6,530)
Operating (loss)/profit	5	(1,491)	232
Interest receivable and similar income	6	225	103
Interest payable	7	(118)	(36)
(Loss)/profit on ordinary activities before taxation		(1,384)	299
Tax credit/(charge) on (loss)/profit on ordinary activities	10	404	(104)
Retained (loss)/profit for the financial year	20	(980)	195

Turnover, operating (loss)/profit and (loss)/profit on ordinary activities before taxation relate exclusively to continuing operations.

The Company has recognised no gains or losses other than those reflected in the above profit and loss account.

There is no difference between the profit on ordinary activity before taxation and the retained profit for the year stated above and their historical cost equivalents.

The Notes on pages 6 to 15 form part of these financial statements.



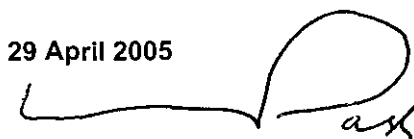
EURO BROKERS SERVICES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2004

	Notes	2004 £'000	2003 £'000
Fixed assets			
Tangible assets	11	869	1,013
Current assets			
Debtors	12	4,860	4,848
Creditors (amounts falling due within one year)	13	(4,184)	(4,328)
Net current assets		676	520
Total assets less current liabilities		1,545	1,533
Creditors (amounts falling due after more than one year)	14	-	(240)
Provision for liabilities and charges	15	(2,667)	(1,435)
		(1,122)	(142)
Capital and reserves			
Called up share capital	19	1	1
Profit and loss account	20	(1,123)	(143)
Shareholders' funds (equity interests)	21	(1,122)	(142)

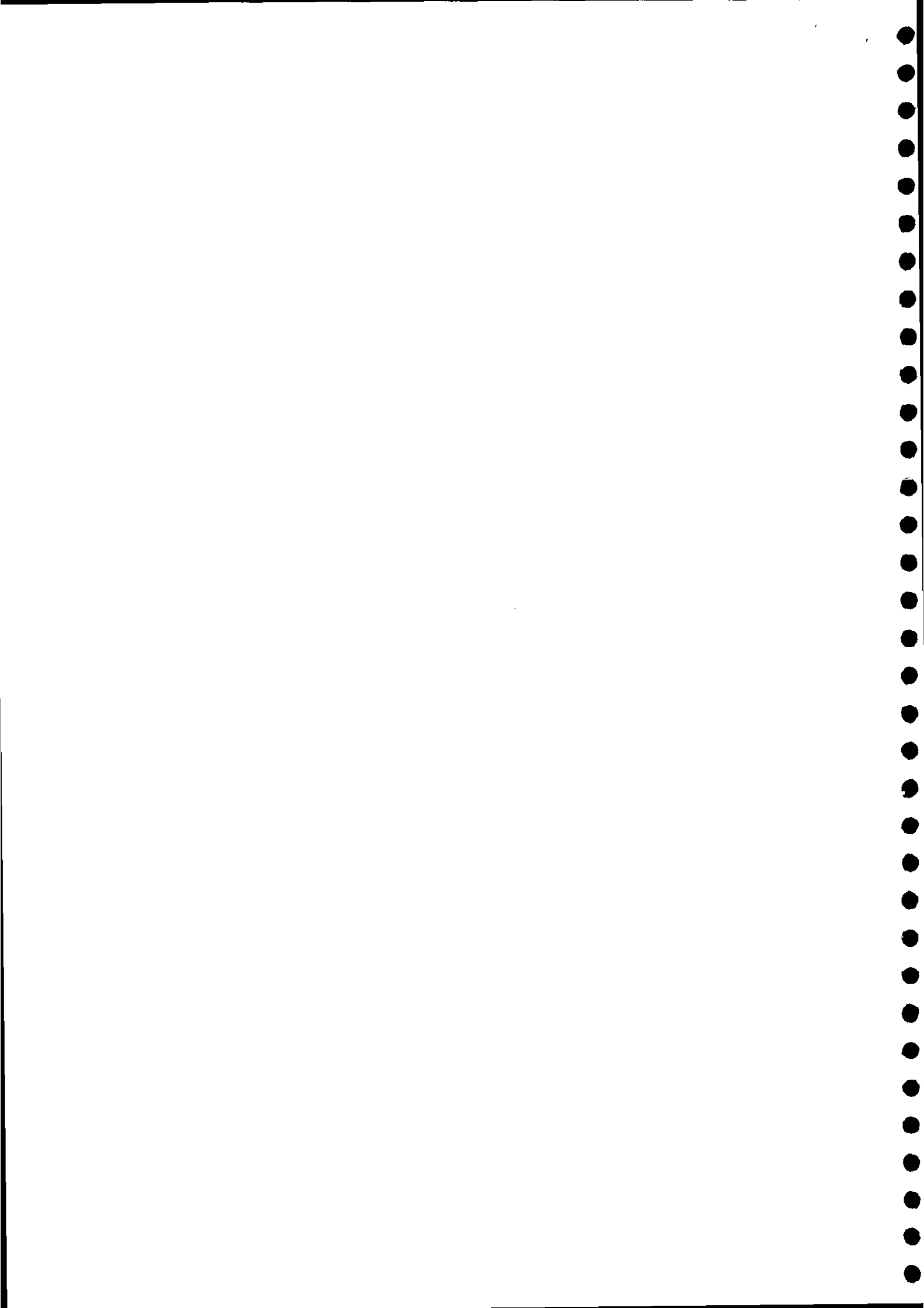
Approved by the Board on

29 April 2005



WCW Pask
Director

The Notes on pages 6 to 15 form part of these financial statements.



EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

1. Accounting policies

Accounting convention

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

Fixed assets

Fixed assets are stated at cost less accumulated depreciation. The cost less residual value in respect of motor vehicles, and in all other cases the cost, is written off in equal annual instalments based on the estimated useful lives which are:

Leasehold:	10 years
Fixtures and fittings:	3-5 years
Motor vehicles:	3 years

Leased assets and assets held under hire purchase agreements

Tangible fixed assets held under finance leases and hire purchase agreements (which are all of a financing nature) are capitalised at the fair value of the asset at the inception of the lease and depreciated in the same manner as owned assets. The obligation to pay future rentals is included in creditors, net of related finance charges.

Rentals paid under operating leases are accounted for on a straight line basis over the term of the lease.

Deferred taxation

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 stated in the financial statements. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain.

Provisions

A provision is recognised where there is a present obligation, whether legal or constructive, as a result of a past event for which it is probable that a transfer of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

2. Cashflow statement and related party disclosures

As a wholly owned subsidiary (see Note 24), the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996). The Company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions (but not balances) with entities that are part of the Maxcor Financial Group Inc. group or investees of the Maxcor Financial Group Inc. group.

3. Turnover

Turnover represents the reimbursement of expenditure incurred on behalf of other group companies.

4. Segmental information

The sole class of business for the Company during the year was that of a service company to the group. The sole geographical segment from which the Company has operated is the United Kingdom.

5. Operating (loss)/profit

Operating (loss)/profit is arrived at after charging:

	2004	2003
	£'000	£'000
Amounts payable in respect of operating leases – land and buildings	1,637	1,586
Finance charges payable under finance leases and hire purchase contracts	28	48
Depreciation (Note 11) - owned assets	372	468
- leased assets	35	233
Exchange losses	34	18

Auditors' remuneration has been borne by other group companies.

EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

6. Interest receivable and similar income

	2004	2003
	£'000	£'000
Interest on loans to parent undertaking	225	103

7. Interest Payable

	2004	2003
	£'000	£'000
Interest on loans for fellow subsidiary	118	36

8. Exceptional administrative expenses

	2004	2003
	£'000	£'000
Onerous lease provision (Note 15)	1,634	-

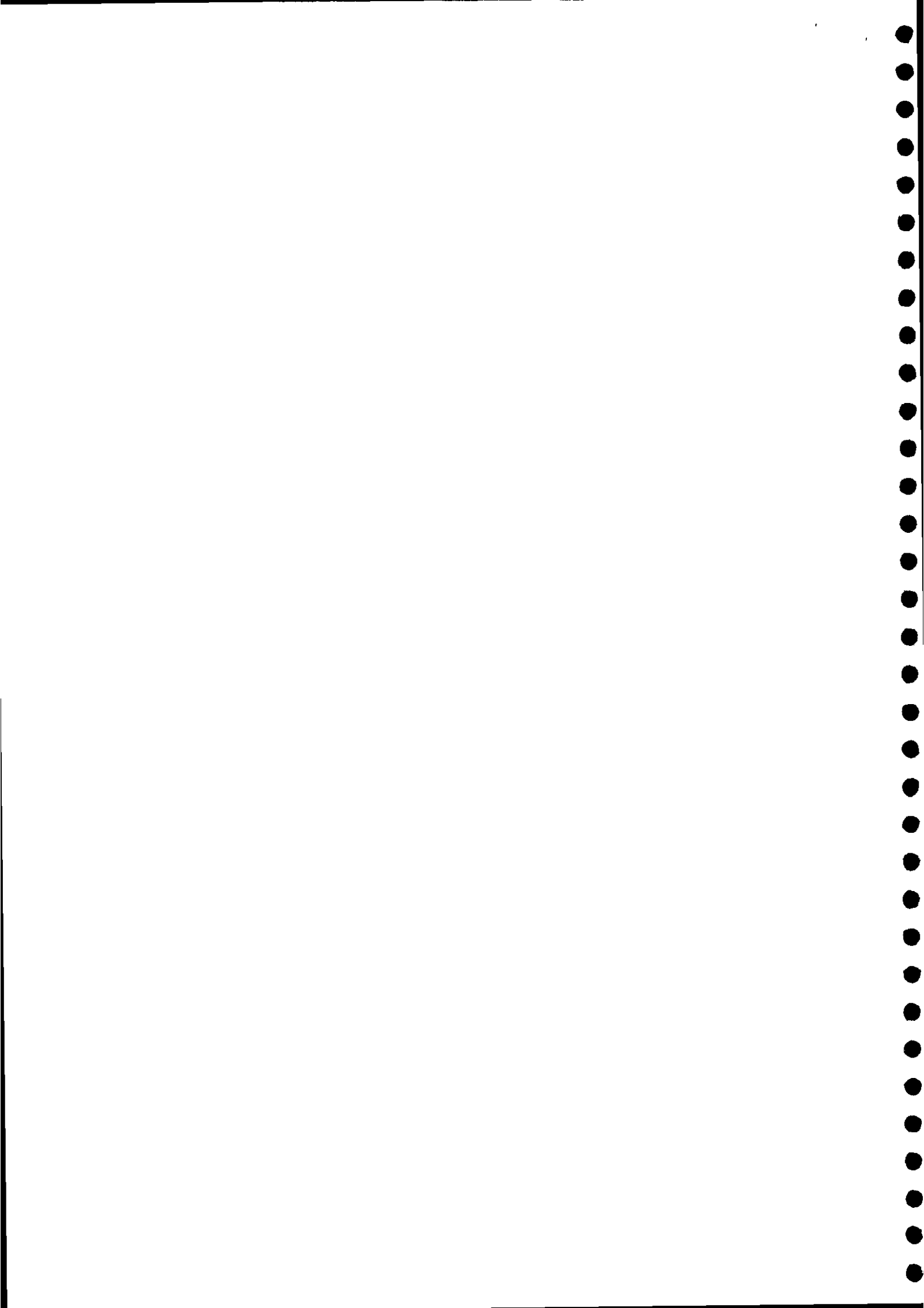
The provision charge is in respect of the onerous lease contract relating to excess rented office space within the group's premises in Houndsditch, London.

The provision established provides for the full amount of rent payable until the date at which it is estimated that a new tenant will be found, as well as the estimated shortfall thereafter between sub-lease rental income and rent payable by the Company. It has been assumed that the rental receivable will become greater than the rental payable from July 2010 onwards.

The cash flows have been discounted on a pre-tax basis.

9. Directors' emoluments and employees

The average number of employees during the year was nil (2003: nil). Director's emoluments have been borne by other group companies.



EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

10. Taxation

(a) Analysis of (credit)/charge for the year

	2004	2003
	£'000	£'000
The (credit)/charge for the year comprises:		
UK corporation tax (credit)/charge of 30% (2003: 30%)	(438)	154
Adjustments in respect of previous periods	(7)	-
Total current tax (Note 10(b))	(445)	154
Deferred tax		
Origination and reversal of timing differences - current period	41	(50)
Total deferred tax (Note 16)	41	(50)
	(404)	104

(b) Factors affecting corporation tax (credit)/charge for the period.

The tax (credit)/charge assessed for the period is higher than the standard UK rate of Corporation tax (30%). The differences are explained below:

	2004	2003
	£'000	£'000
(Loss)/Profit on ordinary activities before tax	(1,384)	299
(Loss/Profit) on ordinary activities multiplied by standard rate of UK corporation tax of 30% (2003:30%). Tax (credit)/charge	(415)	90
Effects of:		
Disallowable expenses	24	26
Depreciation in excess of capital allowances	(47)	38
Adjustments in respect of previous years	(7)	-
Current tax (credit)/charge for the period (Note 10(a))	(445)	154

EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

11. Tangible fixed assets

	Short leasehold land & buildings	Motor vehicles	Furniture, fixtures and equipment	Total
	£'000	£'000	£'000	£'000
Cost				
At 1 January 2004	2,609	756	8,185	11,550
Additions for the year	-	201	297	498
Disposals	-	(422)	-	(422)
At 31 December 2004	2,609	535	8,482	11,626
Depreciation				
At 1 January 2004	2,609	360	7,568	10,537
Charge for the year	-	35	372	407
Disposals	-	(187)	-	(187)
At 31 December 2004	2,609	208	7,940	10,757
Net book amount				
At 31 December 2004	-	327	542	869
At 31 December 2003	-	396	617	1,013

Of the assets above, the motor vehicles are held under finance leases and hire purchase agreements.

EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

12. Debtors

	2004	2003
	£'000	£'000
Amounts owed by parent undertaking	3,506	3,506
Amounts owed by group undertakings	253	197
Prepayments and accrued income	691	587
Other debtors	136	243
Deferred taxation (Note 16)	274	315
	4,860	4,848

All of the above debtors, excluding deferred taxation, are due within one year.

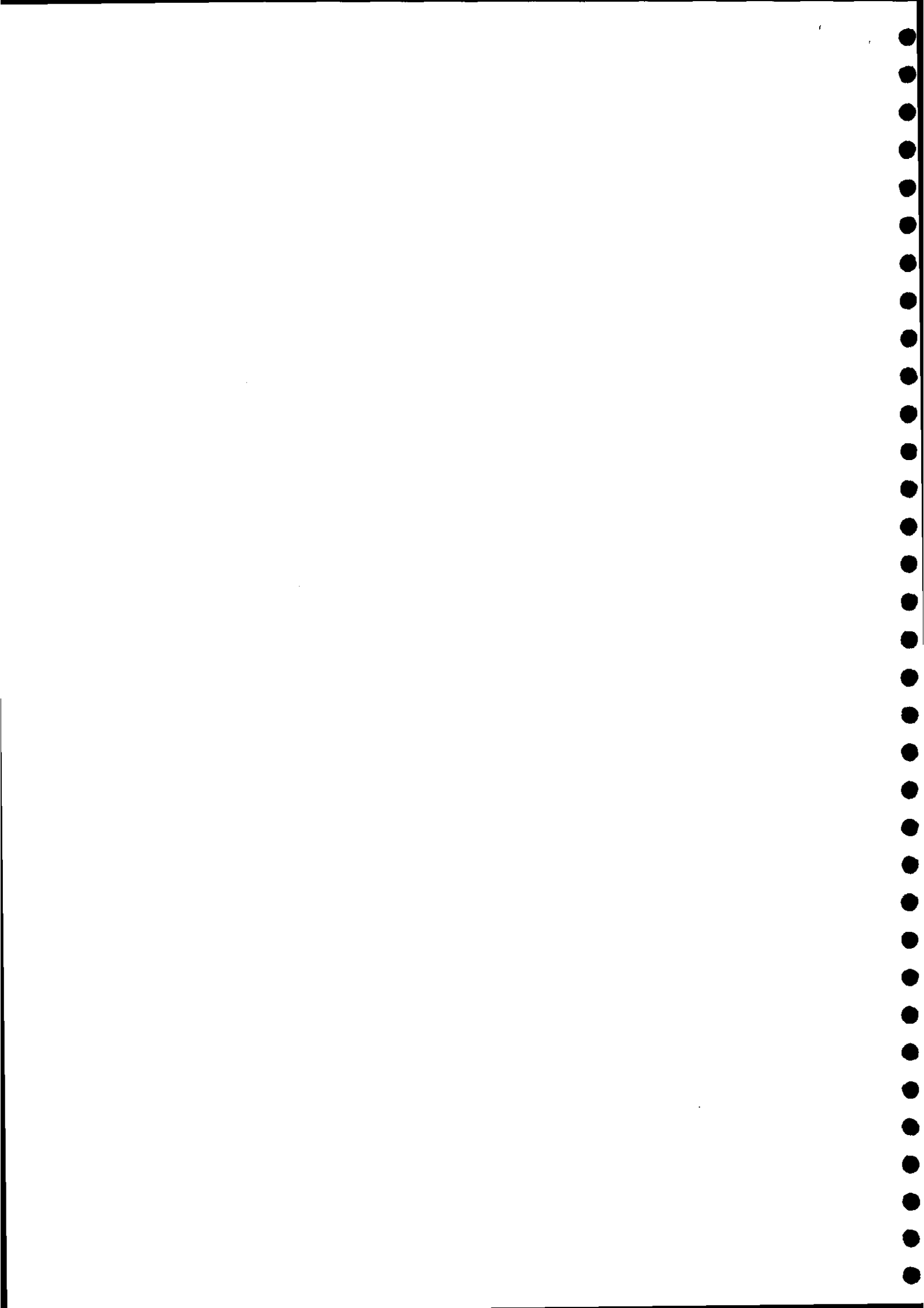
Amounts owed by parent undertaking include £3,506,000 subordinated loan notes which carry interest at 2% over base rate, are unsecured and repayable on demand.

13. Creditors (amounts falling due within one year)

	2004	2003
	£'000	£'000
Bank loans and overdrafts	7	-
Amounts owed to immediate parent undertaking	1,367	1,000
Amounts owed to group undertakings	1,092	1,870
Amounts owed to related party	1,050	369
Other creditors	558	869
Obligations under finance leases and hire purchase agreements (Note 17)	110	154
Taxation	-	66
	4,184	4,328

Amounts owed to immediate parent undertaking include £1,000,000 (2003: £1,000,000) subordinated loan notes which carry interest at 2% over base rate.

Amounts owed to group undertakings include £850,000 (2003: £850,000) subordinated loan notes which carry interest at 2% over base rate.



EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

14. Creditors (amounts falling due after more than one year)

	2004	2003
	£'000	£'000
Obligations under finance leases and hire purchase agreements (Note 17)	-	240

15. Provision for liabilities and charges

	Property lease	Dilapidations	Total
	£'000	£'000	£'000
At 1 January 2004	1,029	406	1,435
Charged to the profit and loss account	1,634	64	1,698
Amounts utilised	(466)	-	(466)
At 31 December 2004	2,197	470	2,667

Property lease

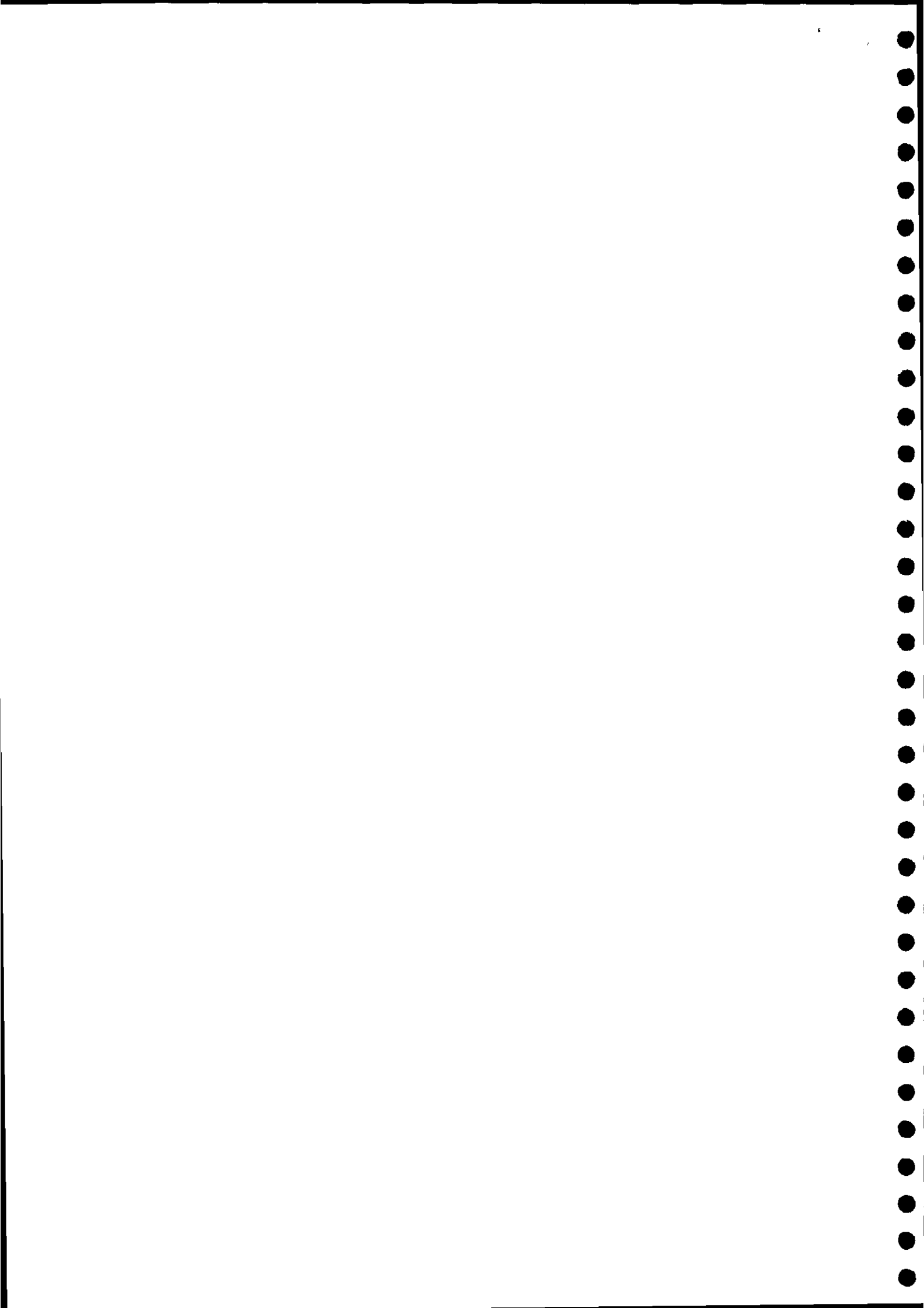
The provision has been established in respect of the onerous lease contract relating to excess rented office space within the group's premises in Houndsditch, London.

The provision established provides for the full amount of rent payable until the date at which it is estimated that a new tenant will be found, as well as the estimated shortfall thereafter between sub-lease rental income and rent payable by the Company. It has been assumed that the rental receivable will become greater than the rental payable from July 2010 onwards.

The cash flows have been discounted on a pre-tax basis.

Dilapidations

The Company is required to return the office accommodation it leases to the condition at which it was originally leased. The Company is providing for the estimated costs of bringing this accommodation back to its original condition. These costs are being provided for over the full term of the lease.



EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

16. Deferred taxation

	£'000
At 1 January 2004	315
Deferred tax charge in profit and loss account for period (Note 10(a))	(41)
At 31 December 2004	274

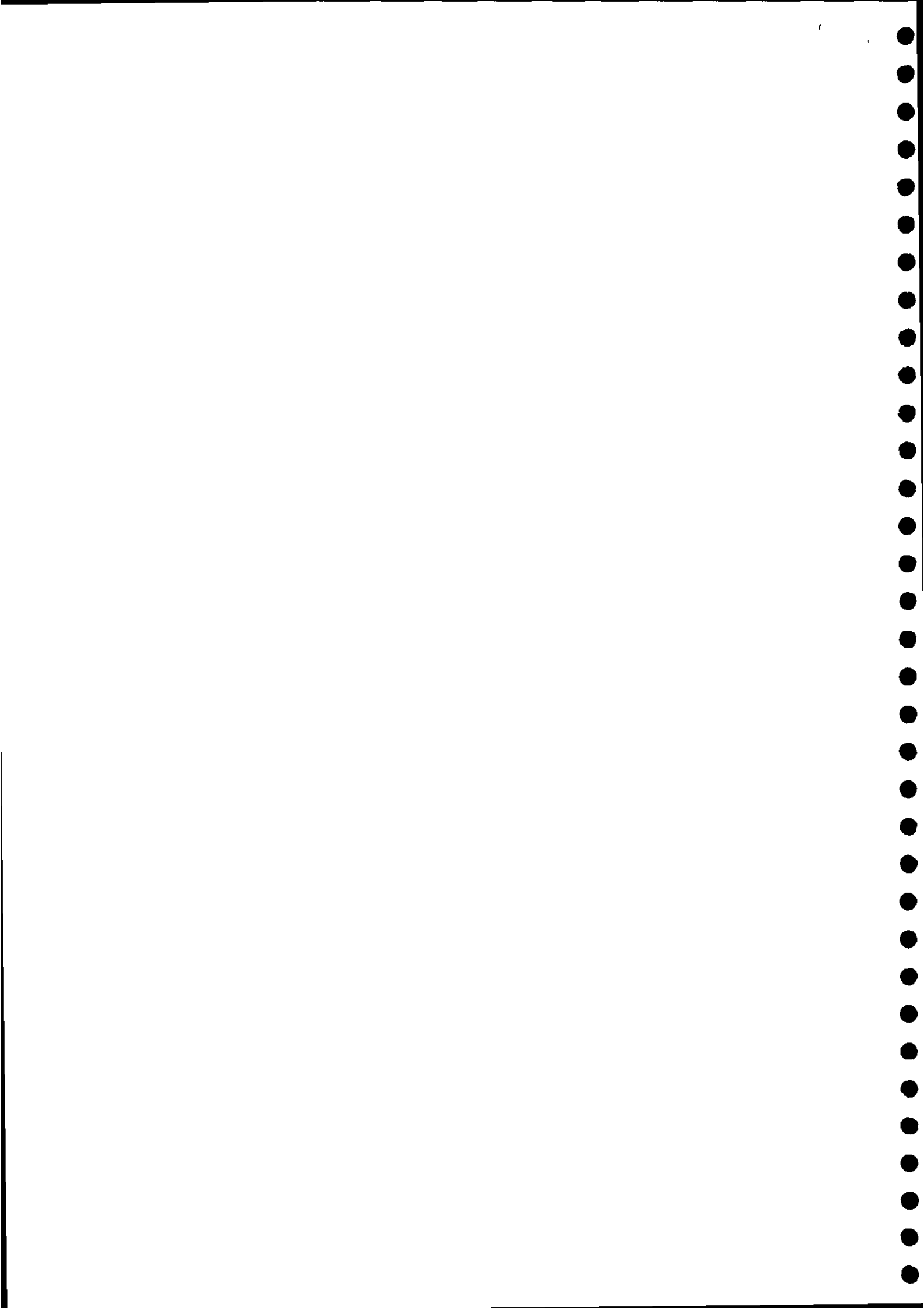
Deferred tax assets are made up of:

	2004	2003
	£'000	£'000
Depreciation in excess of capital allowances	241	275
Timing differences	33	40
	274	315

17. Hire purchase contracts and finance leases

Gross obligations under finance leases are as follows:

	2004	2003
	£'000	£'000
Payable within one year	121	180
Payable between one and five years	-	278
Total gross payments	121	458
Less: Finance charges included above	(11)	(64)
Net obligations under finance leases and hire purchase contracts	110	394



EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

18. Operating lease commitments

	Payments 2004 £'000	Payments 2003 £'000
Annual commitments under operating leases which expire:		
Within one year	795	1,303
Between one to five years	493	37
Over five years	1,638	1,638
	2,926	2,978

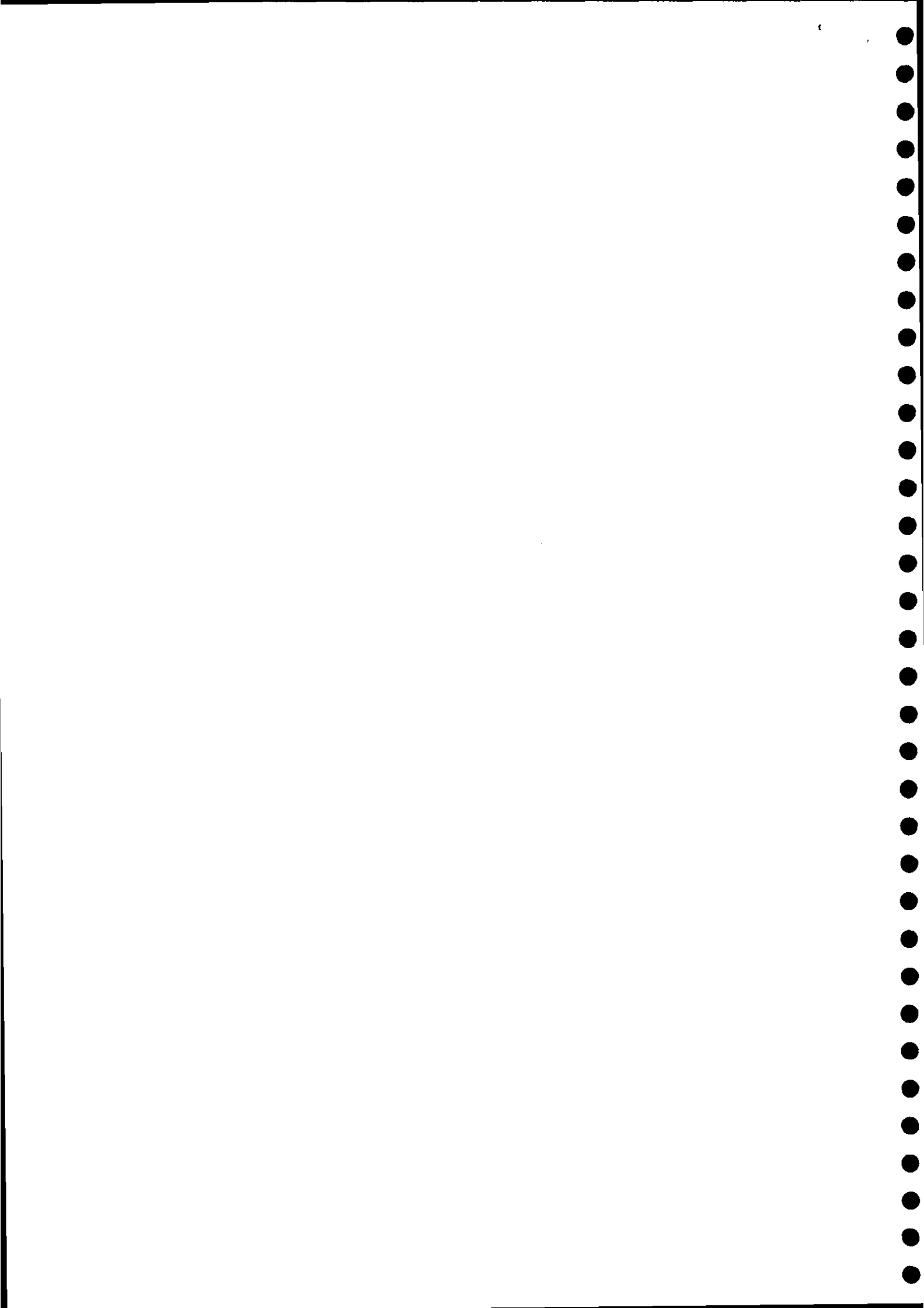
Operating lease payment commitments are mainly in respect of information technology and telecommunication services and land and buildings.

19. Share capital

	2004 £'000	2003 £'000
Authorised:		
10,000 ordinary shares of £1	10	10
Allotted, called up and fully paid:		
1,000 ordinary shares of £1	1	1

20. Reserves

	2004 £'000	2003 £'000
At 1 January	(143)	(338)
Retained (loss)/profit for the year	(980)	195
At 31 December	(1,123)	(143)



EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2004

21. Reconciliation of movements in shareholders' funds

	2004	2003
	£'000	£'000
Opening shareholders' funds	(142)	(337)
Retained (loss)/profit for the year	(980)	195
Closing shareholders' funds	(1,122)	(142)

22. Capital commitments

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

23. 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.

24. Parent undertaking

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

	Largest	Smallest
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

