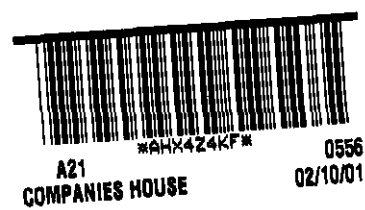


EURO BROKERS SERVICES LIMITED
(REGISTERED NUMBER: 2284837)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
31 DECEMBER 2000



EURO BROKERS SERVICES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2000

The directors present their report and the audited financial statements of the company for the year to 31 December 2000.

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 consider that in preparing the financial statements on pages 4 to 11, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable 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.

No dividend has been paid or recommended.

Tangible fixed assets

The changes in tangible fixed assets are detailed in note 8 to the financial statements.

EURO BROKERS SERVICES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2000 (Continued)

Directors

The directors of the company during the period were:

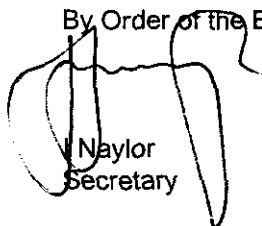
RA Clark
PS Dunkley
WCW Pask

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

Auditors

The auditors, PricewaterhouseCoopers have indicated their willingness to be re-appointed and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By Order of the Board

A large, stylized handwritten signature in black ink, appearing to read 'J. Naylor', is written over the printed name and title.

J Naylor
Secretary

16 March 2001

AUDITORS' REPORT TO THE MEMBERS OF EURO BROKERS SERVICES LIMITED

PricewaterhouseCoopers
Southwark Towers
32 London Bridge Street
London SE1 9SY

We have audited the financial statements on pages 4 to 11 which have been prepared under the historical convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 1, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

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 United Kingdom Companies Act. 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 transaction 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.

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 state of affairs of the company at 31 December 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
London
16 March 2001

EURO BROKERS SERVICES LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2000

	Notes	2000 £'000	1999 £'000
Turnover	3	6,108	6,338
Administrative expenses		(5,716)	(6,300)
Operating profit	5	392	38
Interest receivable and similar income		6	5
Profit on ordinary activities before taxation		398	43
Tax on profit on ordinary activities	7	(271)	(124)
Retained profit/(loss) for the financial year	16	127	(81)

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

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

The notes on pages 6 to 11 form part of these financial statements.

EURO BROKERS SERVICES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2000

	Notes	2000 £'000	2000 £'000	1999 £'000	1999 £'000
Fixed assets					
Tangible assets	8		1,252		1,750
Current assets					
Debtors	9	1,635		649	
Cash at bank and in hand		36	1,671	42	691
Creditors (amounts falling due within one year)	10		(2,679)		(2,226)
Net current liabilities			(1,008)		(1,535)
Total assets less current liabilities			244		215
Creditors (amounts falling due after more than one year)	11		(63)		(161)
			181		54
Capital and reserves					
Called up share capital	15		1		1
Profit and loss account	16		180		53
Shareholders' funds (equity interests)	17		181		54

Approved by the Board on 16 March 2001



WCW Pask
Director

The notes on pages 6 to 11 form part of these financial statements.

EURO BROKERS SERVICES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2000

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 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

Provision is made for deferred taxation where a reasonable expectation exists that the tax will become payable or recoverable in due course. Deferred taxation arises where items of income and expenditure are subject to tax charge or relief in years other than those in which they are reported in the financial statements. The rates of corporation tax at which deferred taxation is provided are those forecast for the time at which payment or relief will arise.

2. Cashflow statement and related party disclosures

As a wholly owned subsidiary (see note 20), 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.

EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2000 (Continued)

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 profit

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

	2000	1999
	£'000	£'000
Amounts payable in respect of operating leases	637	716
Finance charges payable under finance leases and hire purchase contracts	16	31
Depreciation	697	780
VAT rebate	(347)	-
Exchange gains	(14)	(37)

Auditors' remuneration has been borne by other group companies.

6. Directors' emoluments and employees

The average number of employees during the year was Nil. (1999: Nil).
Director's emoluments have been borne by other group companies.

7. Taxation

	2000	1999
	£'000	£'000
The charge for the year comprises:		
UK corporation tax at 30% (1999: 30.25%)	172	53
Corporation tax overprovided in previous years	(1)	(9)
Deferred tax charge (Note 12)	100	80
	271	124

The tax charge for the year has been increased by the depreciation in excess of capital allowances and other short-term differences incurred by the company.

EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2000 (Continued)

8. Tangible fixed assets

	Short Leasehold Land & Buildings	Motor vehicles	Furniture, fixtures and equipment	Total
	£'000	£'000	£'000	£'000
Cost				
At 31 December 1999	2,609	452	6,941	10,002
Additions for the year	-	71	207	278
Disposals	-	(142)	-	(142)
At 31 December 2000	2,609	381	7,148	10,138
Depreciation				
At 31 December 1999	1,577	134	6,541	8,252
Charge for the year	327	78	292	697
Disposals	-	(63)	-	(63)
At 31 December 2000	1,904	149	6,833	8,886
Net book amount				
At 31 December 2000	705	232	315	1,252
At 31 December 1999	1,032	318	400	1,750

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

9. Debtors

	2000 £'000	1999 £'000
Amounts owned by immediate parent undertaking	1,373	134
Amounts owed by group undertakings	52	258
Amounts owed by related undertaking	25	-
Prepayments and accrued income	86	58
Deferred taxation (Note 12)	99	199
	1,635	649

EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2000 (Continued)

10. Creditors (amounts falling due within one year)

	2000	1999
	£'000	£'000
Amounts owed to group undertakings	984	561
Other creditors	1,415	1,536
Taxation	118	-
Obligations under finance leases and hire purchase agreements (note 13)	162	129
	2,679	2,226

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

	2000	1998
	£'000	£'000
Obligations under finance leases and hire purchase agreements (note 13)	63	161

12. Deferred taxation

	£'000
As at 31 December 1999	199
Movement for year	(100)
As at 31 December 2000	99

Deferred tax assets are made up of:

	Provided	Unprovided
	£'000	£'000
Depreciation in excess of capital allowances	234	-
Other short term differences	(135)	-
	99	-

EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2000 (Continued)

13. Hire purchase contracts and finance leases

Gross obligations under finance leases are as follows:

	2000	1999
	£'000	£'000
Payable within one year	185	148
Payable between one and five years	72	186
	257	334
Less: Finance charges allocated to future periods	(32)	(44)
Net obligations under finance leases and hire purchase contracts	225	290

14. Operating lease commitments

	Payments 2000	Income 2000	Payments 1999	Income 1999
	£'000	£'000	£'000	£'000
Annual commitments under operating leases which expire:				
Within one year	1,223	-	1,023	-
Within two to five years	1,865	509	2,117	509
Over five years	-	-	-	-
	3,088	509	3,140	509

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

15. Share capital

	2000	1999
	£'000	£'000
Authorised:		
10,000 ordinary shares of £1	10	10
Allotted, called up and fully paid:		
1,000 ordinary shares of £1	1	1

EURO BROKERS SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2000 (Continued)

16. Reserves

	2000	1999
	£'000	£'000
At 1 January	53	134
Retained profit/(loss) for the year	127	(81)
At 31 December	180	53

17. Reconciliation of movements in shareholders' funds

	2000	1999
	£'000	£'000
Opening shareholders' funds	54	135
Retained profit/(loss) for the year	127	(81)
Closing shareholders' funds	181	54

18. Capital commitments

There were £Nil capital commitments at 31 December 2000 (1999: £Nil).

19. 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.

20. Parent undertaking

The largest and smallest group accounts which are prepared and of which the company is a member 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:	Two World Trade Center Suite 8400 New York NY10048	133 Houndsditch London EC3A 7AJ