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TULLETT FINANCIAL TRADER LIMITED
(FORMERLY THE GLOBAL TRADER LIMITED)

Report and Accounts

31 December 2002

EY ERNST & YOUNG



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COMPANIES HOUSE 12/08/08

Tullett Financial Trader Limited
(formerly The Global Trader Limited)

Registered No. 2539347

DIRECTORS

S R Corker
D A Holmes

SECRETARY

C A N Burt (resigned 1 April 2003)
D Dyer Bartlett (appointed 1 April 2003)

AUDITORS

Ernst & Young LLP
Rolls House
7 Rolls Buildings
Fetter Lane
London
EC4A 1NH

REGISTERED OFFICE

Cable House
54-62 New Broad Street
London
EC2M 1ST

Tullett Financial Trader Limited
(formerly The Global Trader Limited)

DIRECTORS' REPORT

The directors submit their report and accounts for the year ended 31 December 2002.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £989,718 (2001 - £781,625).

CHANGE OF NAME

During the year the company changed its name from The Global Trader Limited to Tullett Financial Trader Limited

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The principal activity of the company is the provision of finance to group associated undertakings and the directors do not anticipate any change in the foreseeable future.

DIRECTORS AND THEIR INTERESTS

The directors who held office during the year were as follows:

S R Corker

D A Holmes

In 2001, Tullett plc (formerly Tullett & Tokyo Liberty plc) set up share schemes through which various employees were given the opportunity to subscribe in cash for ordinary shares in Tullett plc at their nominal value and were granted options to purchase additional ordinary shares.

The disclosable interests of the directors of Tullett Financial Trader Limited in the share capital of Tullett plc at 31 December 2002 and the movement during the year under these share schemes were:

Shares

	<i>Shares at 1 January 2002</i>	<i>Additions in year</i>	<i>Disposal during 31 December the year</i>	<i>Shares at 31 December 2002</i>
S R Corker	3,852	2,500	--	6,352
D A Holmes	--	1,000	--	1,000
Total	3,852	3,500	--	7,352

Options

	<i>Exercise price</i>	<i>Options at 1 January 2002</i>	<i>Granted in year</i>	<i>Exercised during the year</i>	<i>Lapsed 31 December in year</i>	<i>Options at 31 December 2002</i>
S R Corker	a) £3.33	3,852	--	--	--	3,852
	b) £3.33	--	1,500	--	--	1,500
	c) £3.75	--	--	--	--	--
Total		3,852	1,500	--	--	5,352

Tullett Financial Trader Limited
(formerly The Global Trader Limited)

DIRECTORS' REPORT

DIRECTORS AND THEIR INTERESTS (continued)

	<i>Exercise Price</i>	<i>Options at 1 January 2002</i>	<i>Granted in year</i>	<i>Exercised during the year</i>	<i>Lapsed 31 December in year</i>	<i>Options at 31 December 2002</i>
D A Holmes	a) £3.33	–	–	–	–	–
	b) £3.33	–	3,000	–	–	3,000
	c) £3.75	–	–	–	–	–
	Total	–	3,000	–	–	3,000

The options are exercisable between the following dates:

- (a) 29 December 2004 and 28 November 2011
- (b) 1 January 2006 and 31 December 2012
- (c) 1 January 2006 and 31 December 2012

On 10 March 2003, Collins Stewart Holdings plc acquired Tullett plc. Under the terms of this offer all shares and options were converted into cash and Collins Stewart Holdings plc Ordinary shares. Details of the conversion are given in the accounts of Tullett plc.

AUDITORS

Ernst & Young LLP have expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

On behalf of the board

S R Corker,

S R Corker

Date: **29 APR 2003**

Tullett Financial Trader Limited
(formerly The Global Trader Limited)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
ACCOUNTS

Company law requires the directors to prepare accounts 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. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 accounts 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TULLETT FINANCIAL TRADER LIMITED (formerly The Global Trader Limited)

We have audited the company's accounts for the year ended 31 December 2002 which comprise Profit and Loss Account, Balance Sheet and the related notes 1 to 8. These accounts have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the accounts 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 accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts 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 accounts, 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 with the company is not disclosed.

We read other information contained in the Annual Report and consider whether it is consistent with the audited accounts. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the accounts. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TULLETT FINANCIAL
TRADER LIMITED (formerly The Global Trader Limited)**

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP
Registered Auditor
London
Date

30 APR 2003

Tullett Financial Trader Limited
(formerly The Global Trader Limited)

PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2002

	<i>Notes</i>	2002 £	2001 £
Turnover		—	—
Operating charges		(3,525)	(487,135)
OPERATING LOSS	2	(3,525)	(487,135)
Interest receivable		1,418,921	1,604,577
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,415,396	1,117,442
Tax on profit on ordinary activities	3	(425,678)	(335,817)
RETAINED PROFIT FOR THE FINANCIAL YEAR		989,718	781,625

There were no recognised gains or losses other than the profit for the year.

Tullett Financial Trader Limited
(formerly The Global Trader Limited)

BALANCE SHEET
at 31 December 2002

	Notes	2002 £	2001 £
CURRENT ASSETS			
Debtors	4	38,687,861	37,493,196
CREDITORS: amounts falling due within one year	5	(228,354)	(23,407)
NET CURRENT ASSETS		<u>38,459,507</u>	<u>37,469,789</u>
		<u>38,459,507</u>	<u>37,469,789</u>
CAPITAL AND RESERVES			
Called up share capital	6	36,688,164	36,688,164
Profit and loss account	7	1,771,343	781,625
		<u>38,459,507</u>	<u>37,469,789</u>
		<u>38,459,507</u>	<u>37,469,789</u>

The accounts were approved at a meeting of the board of directors on

29 APR 2003

SR Corker,

S R Corker

Director

Date **29 APR 2003**

Tullett Financial Trader Limited
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NOTES TO THE ACCOUNTS
at 31 December 2002

1. ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention, modified to include the revaluation of certain assets, and in accordance with applicable accounting standards.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling on the last day of the previous month. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Related party transactions

The directors have taken advantage of the exemption in accordance with FRS 8 since it is a subsidiary of a group where greater than 90% of the voting rights are controlled within the group and the group's parent accounts are publicly available.

Cash flow statement

The company is not required to produce a cash flow statement in accordance with FRS 1 (revised), as the company is a wholly owned subsidiary of Tullett plc which is registered in England and Wales and which prepares group accounts which are publicly available.

Taxation

Corporation tax payable is provided on taxable profits at the amount expected to be paid.

2. OPERATING LOSS

The operating loss is due entirely to the retranslation of balances denominated in foreign currencies.

Auditors' remuneration is borne by the ultimate parent undertaking.

Where directors of the company are also directors of the ultimate parent undertaking or fellow subsidiary undertaking their remuneration is received directly from that company. The directors do not believe it is practicable to apportion this amount between their services as the directors of fellow subsidiary undertakings and this company. No management charge was made to the company in 2002 (2001 - £nil) to represent a recharge of the services to the company of all directors of the parent undertaking or fellow subsidiary undertakings. It is not possible to separately identify the amounts attributable to the directors of this company.

3. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES

The tax charge of £425,678 (2001 - £335,817) comprises current year UK corporation tax.

Factors affecting the current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2001 - 30%). The differences are reconciled below.

The charge for UK corporation tax is as follows:

	2002	2001
	£	£
Profit on ordinary activities before tax	1,415,396	1,117,442

Tullett Financial Trader Limited
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NOTES TO THE ACCOUNTS
at 31 December 2002

3. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES (continued)

	2002	2001
	£	£
Profit on ordinary activities multiplied by standard rate of corporation tax in UK of 30%	424,618	335,233
Other	1,060	584
	<u>425,678</u>	<u>335,817</u>

4. DEBTORS

	2002	2001
	£	£
Amounts owed by group undertakings	38,687,861	37,493,196

5. CREDITORS

	2002	2001
	£	£
Corporation tax	228,354	23,407

6. SHARE CAPITAL

	Authorised		Allotted, called up and fully paid	
	2002	2001	2002	2001
	No.	No.	£	£
Ordinary shares of £1 each	40,000,000	40,000,000	36,688,164	36,688,164

7. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

	Share capital	Profit and loss account	Total shareholders' funds
	£	£	£
At 2 January 2001	-	-	-
Share issue	36,688,164	-	36,688,164
Profit for the year	-	781,625	781,625
At 31 December 2001	36,688,164	781,625	37,469,789
Profit for the year	-	989,718	989,718
At 31 December 2002	36,688,164	1,771,343	38,459,507

Tullett Financial Trader Limited
(formerly The Global Trader Limited)

NOTES TO THE ACCOUNTS
at 31 December 2002

8. ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertakings are Tullett Liberty BV (formerly Tullett & Tokyo BV).

On 31 December the ultimate parent undertaking and controlling party was Tullett plc, a company registered in England and Wales. Copies of the group accounts can be obtained from Tullett plc, Cable House, 54-62 New Broad Street, London EC2M 1ST.

From 10 March 2003, the ultimate parent undertaking and controlling party is Collins Stewart Holdings Plc.