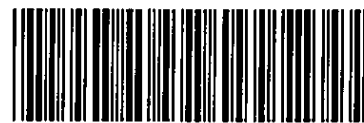


THURSDAY



AZFBKB71

A06

02/07/2009

166

COMPANIES HOUSE

PREBON YAMANE INTERNATIONAL LIMITED

Report and Financial Statements
31 December 2008

DIRECTORS' REPORT

The directors present their annual report and financial statements for the year ended 31 December 2008.

This directors' report has been prepared in accordance with the special provisions relating to small companies under section 246 (4) (a) of the Companies Act 1985 and section 417(1) of the Companies Act 2006.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £3,092,000 (2007: loss £2,187,000) and will be transferred from reserves.

The directors do not recommend payment of a dividend (2007: £nil).

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Company is a wholly owned subsidiary of Tullett Prebon plc.

The principal activity of the Company is that of a holding company within the Tullett Prebon plc group (the "Group"). There have not been any significant changes in the Company's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

The Company's Shanghai representative office continued in operation throughout 2008.

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks which the Company faces in its day to day operations can broadly be categorised as credit, operational and reputational risk.

Credit risk is the risk of financial loss to the Company in the event that a client or counterparty fails to settle its contractual obligations to the Company.

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people, systems or external events.

Reputational risk is the risk that the Company's ability to do business might be damaged as a result of its reputation being tarnished.

Management in front office and support functions have the day to day responsibility for ensuring that the Company operates in accordance with the Group Risk Assessment Framework which includes policies and procedures for these key risks. Further details of the Group Risk Assessment Framework are fully outlined in the Group's Annual Report which does not form part of this report.

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.

EMPLOYEES

Details of the number of employees and related costs can be found in note 4 to the financial statements on page 9.

The Company adheres to the Group's human resources policies and recruitment practices. These are outlined in the Group's Annual Report which does not form part of this report.

DIRECTORS' REPORT

DIRECTORS

The following directors held office during the period:

A K Evans (appointed 29 August 2008)
P R Mainwaring
B C Ward (appointed 29 August 2008)
T C Smith (resigned 29 August 2008)
R B Stevens (appointed 29 August 2008)

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.

POLICY OF PAYMENT TO SUPPLIERS

It is the Group's policy that all transactions are settled in accordance with relevant terms and conditions of business agreed with the supplier, provided all such terms and conditions have been complied with.

AUDITORS

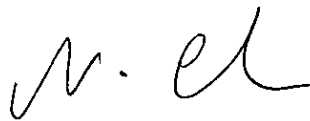
Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Pursuant to s386 Companies Act 1985, an elective resolution was passed on 31 July 1992 dispensing with the requirement to appoint auditors annually. Therefore, Deloitte LLP are deemed to continue as auditors.

Signed on behalf of the Board of Directors:



N L Challen
Company Secretary
Date:

30 JUN 2009

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

Registered No:
2619854

PREBON YAMANE INTERNATIONAL LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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). The financial statements are required by law to give a 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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; 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 proper accounting records that 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 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 AUDITOR'S REPORT TO THE MEMBERS OF PREBON YAMANE INTERNATIONAL LIMITED

We have audited the financial statements of Prebon Yamane International Limited for the year ended 31 December 2008 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes 1 to 16. These financial statements have been prepared under 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 financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2008 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

Deloitte LLP



Chartered Accountants and Registered Auditors
London, United Kingdom

Date: 30/6/09

PREBON YAMANE INTERNATIONAL LIMITED

PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2008

	<i>Notes</i>	<i>2008 £000</i>	<i>2007 £000</i>
Staff costs	4	(52)	(91)
Other administration expenses		(2,485)	(556)
Total administration expenses		(2,537)	(647)
Other operating income	3	-	190
OPERATING LOSS	2	(2,537)	(457)
Loss on disposal of fixed asset investments	9	-	(1,298)
Interest receivable and similar income	5	567	697
Interest payable and similar charges	6	(2,274)	(1,492)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(4,244)	(2,550)
Tax credit on loss on ordinary activities	7	1,152	363
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(3,092)	(2,187)

Loss for the current and preceding year results solely from continuing operations.

PREBON YAMANE INTERNATIONAL LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31 December 2008

	2008 £000	2007 £000
Loss for the financial year	(3,092)	(2,187)
Foreign exchange translation differences on foreign currency net investment in branches	(599)	(62)
Total recognised losses for the year	<u>(3,691)</u>	<u>(2,249)</u>

PREBON YAMANE INTERNATIONAL LIMITED

BALANCE SHEET


as at 31 December 2008

	Notes	2008 £000	2007 £000
FIXED ASSETS			
Tangible fixed assets	8	3	3
Investments	9	33,422	33,422
		<u>33,425</u>	<u>33,425</u>
CURRENT ASSETS			
Debtors: due within one year	10	9,236	9,813
Cash at bank and in hand		13	5
		<u>9,249</u>	<u>9,818</u>
CREDITORS: amounts falling due within one year	12	(38,569)	(7,946)
NET CURRENT LIABILITIES		<u>(29,320)</u>	<u>1,872</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>4,105</u>	<u>35,297</u>
CREDITORS: amounts falling due after more than one year	13	-	(27,501)
NET ASSETS		<u>4,105</u>	<u>7,796</u>
CAPITAL AND RESERVES			
Called up share capital	14	4,656	4,656
Profit and loss account	15	(551)	3,140
SHAREHOLDERS' FUNDS		<u>4,105</u>	<u>7,796</u>

The financial statements were approved by the Board of Directors on

30th June 2009

Signed on behalf of the Board of Directors:


A K Evans
Director

NOTES TO THE FINANCIAL STATEMENTS

as at 31 December 2008

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

The directors of Tullett Prebon Group Limited have confirmed their intention to ensure that sufficient financial resources are available to the Company to enable it to satisfy its liabilities as they fall due for at least a year from the date of approval of these financial statements.

After consideration of the above and the Company's 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 operational existence for the foreseeable future. Accordingly, the going concern basis continues to be used in preparing these financial statements.

Tangible fixed assets

The cost of fixed assets is their purchase cost, together with any incidental costs at acquisition. Fixed assets are stated at cost less accumulated depreciation and provision for any impairment. The cost is written off in equal annual instalments based on the estimated useful lives, which are:

Short lease hold improvements	over the period of the lease
Plant & Equipment	3 to 5 years

Fixed asset investments

Fixed asset investments including subsidiaries and associates are shown at cost less provision for impairment.

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.

For the purpose of presenting the financial statements, the assets and liabilities of the Company's foreign operations are translated at exchange rates prevailing on the balance sheet date. Exchange differences arising are classified as equity. Income and expense items are translated at average rates for the year.

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.

PREBON YAMANE INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS

as at 31 December 2008

1. ACCOUNTING POLICIES (continued)

Related party transactions

The Company has taken advantage of reporting exemptions in accordance with FRS 8 Related Party Disclosures since it is a subsidiary of a group where greater than 90% of the voting rights are controlled within the group and the groups' parent financial statements are publicly available.

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.

2. OPERATING LOSS

Operating loss is stated after charging:

	2008 £000	2007 £000
Foreign exchange loss	230	512
Depreciation	1	84
	<u>231</u>	<u>596</u>

A material proportion of the Company's expenditure, including auditors' remuneration of £5,000 (2007: £5,000) in respect of audit work is incurred by Tullett Prebon Administration Limited.

3. OTHER OPERATING INCOME

Other operating income for the prior year represents return brokerage from Prebon Limited (Japan branch).

4. STAFF COSTS

	2008 £000	2007 £000
Wages and salaries	50	75
Other pensions costs	(2)	5
Bonuses	4	11
	<u>52</u>	<u>91</u>

The average number of employees during the year was 1 (2007: 2).

The Directors do not receive any remuneration for their services to the Company (2007: £nil).

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	2008 £000	2007 £000
Group interest receivable	567	662
Other interest receivable	-	35
	<u>567</u>	<u>697</u>

NOTES TO THE FINANCIAL STATEMENTS
as at 31 December 2008

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2008 £000	2007 £000
Group interest payable	2,274	1,492

7. TAX CREDIT ON LOSS ON ORDINARY ACTIVITIES

	2008 £000	2007 £000
Current tax:		
UK corporation tax credit on loss for the year	1,207	392
Adjustment to tax in respect of previous periods	81	(29)
	1,288	363
Deferred tax:		
Reversal of timing differences	(136)	-
Tax credit on loss on ordinary activities	1,152	363

Factors affecting the current tax charge

The tax assessed on the loss on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28.5% (2007: 30%). The differences are reconciled below.

	2008 £000	2007 £000
Loss on ordinary activities before tax	(4,244)	(2,550)
Loss on ordinary activities multiplied by standard rate of corporation tax in UK	1,210	765
Taxation on apportionable income of overseas subsidiary	(3)	(35)
Timing differences	-	-
(Expenses)/income (not deductible)/non taxable	-	(338)
Adjustment to tax in respect of previous periods	81	(29)
Tax credit on ordinary activities for the year	1,288	363

PREBON YAMANE INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
as at 31 December 2008

8. TANGIBLE FIXED ASSETS

	<i>Short leasehold improvements £000</i>	<i>Plant and equipment £000</i>	<i>Total £000</i>
Cost:			
At 1 January 2008 and 31 December 2008	9	7	16
Depreciation:			
At 1 January 2008	(9)	(4)	(13)
Charge for the year	-	(2)	(2)
Exchange differences	-	2	2
At 31 December 2008	(9)	(4)	(13)
Net Book Value:			
At 31 December 2008	-	3	3
At 31 December 2007	-	3	3

9. FIXED ASSET INVESTMENTS

	<i>Subsidiary undertakings £000</i>	<i>Other investments £000</i>	<i>Total investments £000</i>
At 1 January 2008 and 31 December 2008	33,422	-	33,422

In November 2007, the Company disposed of its shareholding in Tullett Prebon (Luxembourg) S.A. to Tullett Prebon (Europe) Limited. The Company realised a loss of £1,297,645 on disposal.

At 31 December 2008, the Company held principal investments in the issued share capital of the following companies:

<i>Company</i>	<i>Business</i>	<i>Country of incorporation</i>	<i>% held</i>
Tullett Prebon Administration Limited	Holding company	England	100
Tullett Prebon (UK) Limited	Derivatives & money broking	England	100
Prebon Limited (Japan Branch)	Derivatives & money broking	England	100
Prebon Holdings BV	Holding company & money broking	Netherlands	100

A full list of investments held by the Group can be found in the accounts of Tullett Prebon plc.

PREBON YAMANE INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS

as at 31 December 2008

10. DEBTORS

	2008 £000	2007 £000
Amounts fall due within one year:		
Amounts owed by group undertakings	9,070	8,531
Tax receivable	-	398
Deferred tax asset (note 11)	166	302
Other debtors	-	582
	<u>9,236</u>	<u>9,813</u>

11. DEFERRED TAX ASSET

	2008 £000	2007 £000
Deferred tax asset comprises:		
Accelerated capital allowance	166	302
Deferred tax asset	<u>166</u>	<u>302</u>
Movements during the year:		
At 1 January	302	302
Credited to profit and loss account	(136)	-
At 31 December	<u>166</u>	<u>302</u>

12. CREDITORS: amounts falling due within one year

	2008 £000	2007 £000
Amounts owed to group undertakings	38,565	7,935
Other creditors	4	11
	<u>38,569</u>	<u>7,946</u>

13. CREDITORS: amounts falling due after more than one year

	2008 £000	2007 £000
Amounts owed to group undertakings	-	27,501

PREBON YAMANE INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS

as at 31 December 2008

14. SHARE CAPITAL

	<i>2008 Number</i>	<i>2007 Number</i>	<i>2008 £000</i>	<i>2007 £000</i>
Authorised:				
Equity ordinary shares of £1 each	2,328,152	2,328,152	2,328	2,328
Preference shares of £1 each	2,328,152	2,328,152	2,328	2,328
	<u>4,656,304</u>	<u>4,656,304</u>	<u>4,656</u>	<u>4,656</u>
	<i>2008 Number</i>	<i>2007 Number</i>	<i>2008 £000</i>	<i>2007 £000</i>
Allotted, called up and fully paid:				
Equity ordinary shares of £1 each	2,328,152	2,328,152	2,328	2,328
Preference shares of £1 each	2,328,152	2,328,152	2,328	2,328
	<u>4,656,304</u>	<u>4,656,304</u>	<u>4,656</u>	<u>4,656</u>

The participating preference shares are entitled to receive a dividend equal to 0.1% of the nominal value of such shares in respect of each 12 month period.

On a winding up of the Company, any of the Company's assets available for distribution shall be distributed equally to the holders of the ordinary and participating preference shares.

The directors believe that the financial liability component of the preference share capital is not material and therefore it has not been separated from the equity component.

The voting rights are one vote per preference share held.

15. RECONCILIATION OF SHAREHOLDERS' FUNDS

	<i>Share capital £000</i>	<i>Profit and loss account £000</i>	<i>Total shareholders' funds £000</i>
At 1 January 2007	4,656	5,389	10,045
Loss for the year	-	(2,187)	(2,187)
Foreign exchange translation differences on foreign currency net investment in branches	-	(62)	(62)
At 1 January 2008	4,656	3,140	7,796
Loss for the year	-	(3,092)	(3,092)
Foreign exchange translation differences on foreign currency net investment in branches	-	(599)	(599)
At 31 December 2008	<u>4,656</u>	<u>(551)</u>	<u>4,105</u>

16. PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Fulton Prebon Group Limited.

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

The parent undertaking of the largest and smallest group, which includes the Company and for which Group accounts are prepared is Tullett Prebon plc.

Copies of Tullett Prebon plc's Group financial statements are available from the registered office: Tower 42, Level 37, 25 Old Broad Street, London, EC2N 1HQ (correspondence address: Level 3, 155 Bishopsgate, London, EC2M 3TQ).