

2619854

PREBON YAMANE INTERNATIONAL LIMITED

**Report & Financial Statements
for the Period Ended
30 September 1992**



PREBON YAMANE INTERNATIONAL LIMITED

Report and Financial Statements for the Period Ended 30 September 1992

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PREBON YAMANE INTERNATIONAL LIMITED

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**Report and Financial Statements
for the Period Ended 30 September 1992**

Directors

Directors:

R E Farr
A M Hughes
G R Mayhill
E A Teraskiewicz

Secretary:

Prebon Secretaries Limited

Registered Office:

2nd Floor
155 Bishopsgate
London EC2N 3DA

Auditors:

Price Waterhouse
Southwark Towers
32 London Bridge Street
London SE1 9SY

**Report and Financial Statements
for the Period Ended 30 September 1992**

Report of the Directors

Company Registration No 2619854

The directors present their report and the audited financial statements for the period from incorporation on 12 June 1991 to 30 September 1992.

The company was incorporated under the name Mawlaw 115 Limited. Its name was changed to Fulton Prebon Overseas Limited on 5 September 1991, to Prebon International Limited on 23 March 1992 and to its present name on 25 May 1993.

Principal Activity and Business Review

The principal activity of the Company is that of a holding company in respect of those subsidiaries of Fulton Prebon Group Limited engaged in the business of international money and foreign exchange broking.

Results and Dividends

The profit on ordinary activities after taxation was £37,107.

The directors do not recommend the payment of a dividend. After extraordinary income of £7,696,451, the retained profit of £7,733,558 has been transferred to reserves.

Overall the directors are satisfied with the Company's prospects for the future.

Directors and their Interests

The directors who held office during the period ended 30 September 1992 are as follows:

R E Farr	(appointed 4 September 1991)
A M Hughes	(appointed 3 June 1992)
P M Keenan	(appointed 16 July 1992)
G R Mayhill	(appointed 4 September 1991)
J K Oldale	(resigned 4 September 1991)
G B Smethurst	(resigned 4 September 1991)

On 27 October 1992 E A Teraskiewicz was appointed as a director of the Company and on 15 December 1992 P M Keenan resigned as a director of the Company.

During the period the directors had no interest in the share capital of the Company. Messrs R E Farr, A M Hughes and P M Keenan were also directors of Fulton Prebon Group Limited and their interests in that company are disclosed in its financial statements.

**Report and Financial Statements
for the Period Ended 30 September 1992**

Report of the Directors

Subsequent Events

Since 30 September 1992 the Company has entered into an exclusive Correspondent Agreement with Yamane Tanshi Co., Limited of Japan under which the parties have agreed to co-operate with and assist each other in the conduct of their respective money broking businesses in the international markets.

In conjunction with the above, Yamane Forex Co., Limited has changed its name to Yamane Prebon Co., Limited and on 2 June 1993 subscribed for 582,038 new Deferred Shares in the Company which were created by Special Resolution on 30 April 1993 and represent 12.5% of the issued share capital of the Company (after the issue).

Insurance

As permitted by the Companies Act 1985 (as amended), the Company has purchased insurance cover for the directors and officers against liabilities in relation to the Company.

Auditors

The Company has elected pursuant to Section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually and Price Waterhouse will therefore continue in office as auditors.

BY ORDER OF THE BOARD



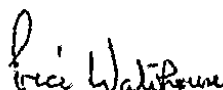
Prebon Secretaries Limited
2nd Floor
155 Bishopsgate
London EC2N 3DA

2 June 1993

**Report of the Auditors to the Members of Prebon Yamane International Limited
for the Period Ended 30 September 1992**

We have audited the financial statements on pages 5 to 11 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the affairs of the Company at 30 September 1992 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.


Price Waterhouse
Chartered Accountants
and Registered Auditor
London

2 June 1993

**Report and Financial Statements
for the Period Ended 30 September 1992**

Accounting Policies

Basis of Accounting

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

The Company has taken advantage of the exemption granted under Section 228(2) of the Companies Act 1985 (as amended) from the obligation to prepare and deliver group accounts.

The name of the parent undertaking which draws up consolidated group accounts in which the company is included is Fulton Prebon Group Limited, a company registered in England.

Taxation

Corporation Tax payable is provided on taxable profits at the current rate. Deferred taxation is provided on the liability method to take account of timing differences between the treatment of certain items for the purpose of the financial statements and the treatment for taxation purposes. No provision is made to the extent that it is probable that a liability or asset will not crystallise in the foreseeable future. Any liability for Advance Corporation Tax is disclosed to the extent that it is not offsettable against taxation receivable.

Foreign Currency

Transactions denominated in foreign currencies are recorded at actual exchange rates as of the date of the transaction. Assets and liabilities denominated in foreign currencies at the period end are reported at the rates of exchange prevailing at the period end. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the Profit and Loss account.

Extraordinary items

Extraordinary items are determined as significant items which derive from events or transactions that fall outside the ordinary activities of the Company and which are not expected to recur frequently or regularly.

**Profit and Loss Account for the Period Ended
30 September 1992**

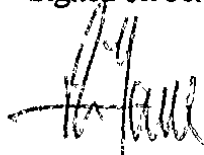
	Notes	Period ended 30 September 1992 £
Administrative expenses	1	(11,425)
Loss on foreign exchange		(152,343)
Interest receivable	2	202,751
Interest payable	2	<u>(1,876)</u>
Profit on ordinary activities before taxation		37,107
Tax on profit on ordinary activities	3	<u>-</u>
Profit on ordinary activities after taxation		37,107
Extraordinary items	4	<u>7,696,451</u>
RETAINED PROFIT FOR THE PERIOD		<u>7,733,558</u>

The statement of movement on reserves is found in Note 10.

Balance Sheet as at
30 September 1992

	Notes	1992 £	1992 £
FIXED ASSETS			
Investments	5		6,863,135
CURRENT ASSETS			
Debtors	6	3,075,779	
Cash at bank and in hand		<u>1,745,491</u>	
		4,821,270	
CREDITORS: Amounts falling due within one year	7	<u>(2,075,104)</u>	
NET CURRENT ASSETS			2,746,166
CREDITORS: Amounts falling due after one year			(1,875,643)
NET ASSETS			<u>7,733,658</u>
CAPITAL AND RESERVES			
Called up share capital	9		100
Profit and loss account	10		<u>7,733,558</u>
SHAREHOLDERS FUNDS			<u>7,733,658</u>

Signed on behalf of the Board:



R E Farr
Director
2 June 1993

Notes to the Financial Statements for the
Period Ended 30 September 1992

1. ADMINISTRATIVE EXPENSES

Directors emoluments were nil during the period. Auditors' remuneration is paid by the parent company.

Period Ended
30 September 1992
£

2. INTEREST RECEIVABLE/PAYABLE

Interest receivable from subsidiary undertakings	<u>202,751</u>
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Interest payable to subsidiary undertakings	<u>1,876</u>
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3. TAX ON PROFIT ON ORDINARY ACTIVITIES

Corporation taxation on profit for the period at a rate of 33%	66,908
Group Relief surrendered	<u>(66,908)</u>

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4. EXTRAORDINARY ITEMS

The extraordinary items arise on the waiver of obligations to third parties.

5. INVESTMENTS

The movement in fixed asset investments during the period was as follows:

£

Shares in group undertakings:

Acquired during the period	<u>6,863,135</u>
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At 30 September 1992	<u>6,863,135</u>
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A list of principal subsidiary undertakings at 30 September 1992 is given on page 11.

Notes to the Financial Statements for the
Period ended 30 September 1992 (continued)

At
30 September 1992
£

6. DEBTORS

Amounts due from fellow subsidiary undertakings	<u>3,075,779</u>
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7. CREDITORS: Amounts falling due within one year

Amounts owed to parent undertaking	1,600,142
Amounts due to fellow subsidiary undertakings	<u>416,962</u>
	<u>2,075,104</u>

8. CREDITORS: Amounts falling due after one year

Other loan	<u>1,875,643</u>
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The loan was entered into on 30 September 1992. It is repayable between two to five years other than by instalments and bears interest at a rate equal to Barclays Base Rate plus 2%.

9. CALLED UP SHARE CAPITAL

Authorised 100,000 Ordinary Shares of £1 each	<u>£100,000</u>
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Allotted and fully paid 100 Ordinary Shares of £1 each	<u>£100</u>
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On 30 April 1993 the authorised share capital of the Company was increased from £100,000 to £4,656,304 by the creation of 2,228,152 new Ordinary Shares of £1 each and 2,328,152 Deferred Shares of £1 each.

Also on 30 April 1993 the sum of £4,074,166 standing to the credit of the reserves of the company was capitalised and applied in paying up in full at par 2,328,052 new Ordinary Shares of £1 each and 1,746,114 Deferred Shares of £1 each in the capital of the company.

10. RESERVES

Profit and Loss
Account
£

Balance at 12 June 1991	-
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Retained profit for the period	<u>7,733,558</u>
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Balance at 30 September 1992	<u>7,733,558</u>
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**Notes to the Financial Statements for the
Period Ended 30 September 1992 (continued)**

11. CONTINGENT LIABILITIES

On 8 September 1991, the Company's ultimate holding company, the Company and certain of its sister subsidiary undertakings entered into:

- (i) a committed facility agreement with Samuel Montagu & Co. Ltd; and
- (ii) a net overdraft facility with Midland Bank plc for an amount not exceeding £2 million.

The Company has guaranteed and secured by fixed and floating charge on its own assets, liabilities of certain sister subsidiary undertakings to Samuel Montagu & Co. Limited and Midland Bank plc in respect of the above facilities, the amount outstanding at 30 September 1992 being £20,141,000.

12. ULTIMATE HOLDING COMPANY

The ultimate holding company is Fulton Prebon Group Limited, a company registered in England. Fulton Prebon Group Limited is the parent undertaking of the largest and smallest group of companies for which group accounts are drawn up and of which the company is a member.

Copies of the annual report for Fulton Prebon Group Limited are available from the registered office of the company at 2nd Floor, 155 Bishopsgate, London EC2N 3DA.

13. CASHFLOW STATEMENT

The financial statements for Fulton Prebon Group Limited include a Group statement of cash flows and consequently no disclosure is required or has been made of Company cash flows.

**Principal Subsidiaries and Associates
acquired during the period ended
30 September 1992**

Subsidiaries wholly owned by the Company or through a subsidiary (*) unless otherwise stated.

Financial Broking

*	Fulton Prebon (Malaysia) Sdn Bhd (25%)	(Malaysia)
*	Prebon Derivative Products Inc	(USA)
*	Prebon Securities (USA) Inc	(USA)
*	Prebon Yamane (Canada) Limited	(Canada)
*	Prebon Yamane (Hong Kong) Limited	(Hong Kong)
	Prebon Yamane (Luxembourg) SA	(Luxembourg)
*	Prebon Yamane (Nederland) BV	(Netherlands)
*	Prebon Yamane (Singapore) Limited	(Singapore)
	Prebon Yamane (UK) Limited	
*	Prebon Yamane (USA) Inc	(USA)
*	Prebon Yamane Capital Markets (Asia) Limited	(Hong Kong)
*	PT Inti Prebon Moneybrokers (50%)	(Indonesia)
*	Prebonyamane (Sweden) Aktieborg	(Sweden)

Administration Companies

	Fulton Prebon Administration Limited	
*	Fulton Prebon Administrative Services Inc	(USA)
	Prebon Services Limited	

Holding Companies

*	Fulton Prebon Asia Group Limited	(Hong Kong)
*	Fulton Prebon NA Inc	(USA/UK)
	Prebon Holdings BV	(Netherlands)