

Company Number: 3169267

EBS NO.1 LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2008



EBS NO.1 LIMITED

Directors' report

The directors present their report and the unaudited financial statements of the company for the year ended 31 March 2008.

PRINCIPAL ACTIVITY

The company was an investment company but is now dormant and it is not anticipated that the company's activities will change in the foreseeable future. The company was acquired by ICAP plc during the period.

The company is incorporated and domiciled in the United Kingdom. The registered office is 2 Broadgate, London, EC2M 7UR.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The directors consider that the year end financial position was satisfactory. The company did not trade during the year and is dormant within the meaning of Section 249AA of the Companies Act 1985 (as amended).

RESULTS AND DIVIDENDS

The final results of the company are set out in the income statement on page 4.

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

CASH FLOW STATEMENT

There were no cash movements in 2008 or 2007. Therefore a Cash Flow Statement has not been presented.

FINANCIAL RISK MANAGEMENT

The company's risk profile and financial risk management policies are disclosed in note 2 to the financial statements.

INTERNATIONAL FINANCIAL REPORTING STANDARDS

On 1 April 2007 the company adopted International Financial Reporting Standards ("IFRS"), as adopted by the EU, for consistency with its ultimate parent company, ICAP plc. Previously the financial statements had been prepared in accordance with UK generally accepted accounting principles ("UK GAAP"). International Accounting Standard ("IAS") 39, "Financial Instruments: Recognition and Measurement", and IAS 32, "Financial Instruments: Disclosure and Presentation", have been adopted prospectively from 1 April 2007 as permitted by IFRS 1, "First-time Adoption of International Financial Reporting Standards". The adoption of IFRS has not impacted significantly on the results of the company as at 31 March 2008 and no restatement of the comparatives is required.

DIRECTORS AND DIRECTORS' INTERESTS

The directors of the company during the year and thereafter were:

S G Caplen	- Resigned 24 January 2008
W L Moran	- Resigned 24 January 2008
J J Jeffery	- Resigned 27 June 2007
T C Kidd	- Appointed 24 January 2008, Resigned 24 July 2008
D A Abrehart	- Appointed 24 January 2008
I W Torrens	- Appointed 24 July 2008

Directors' interests in the share capital of the company, its ultimate parent company, ICAP plc, and any of its fellow subsidiary companies are set out in note 5 to the financial statements.

EBS NO.1 LIMITED
Directors' report (continued)

LAYING OF REPORTS AND ACCOUNTS

The company has passed an elective resolution dispensing with the requirement to lay reports and accounts before the members of the company in general meeting. However, under the provisions of Section 253(2) of the Companies Act 1985 (as amended), any member of the company has the right to require this report and accounts to be laid before the members of the company in a general meeting. Any member wishing to exercise this right must deposit notice at the company's registered office within 28 days of the date of this report.

AUDITORS

The company has exercised its entitlement under Section 388A of the Companies Act 1985 (as amended) to dispense with the requirement to appoint auditors.

By Order of the Board

DA Abrehart

D A Abrehart
Secretary

15 January 2009

EBS NO.1 LIMITED
Income Statement for the year ended 31 March 2008

	<u>Note</u>	<u>Year Ended 31/3/2008 £'000</u>	<u>Period Ended 31/3/2007 £'000</u>
Administrative expenses	4	-	(49)
Profit on sale of investment	8	-	5,951
Profit before taxation		-	5,902
Taxation	7	-	15
Profit for the year		-	5,917

EBS NO.1 LIMITED
Statement of Changes in Equity for the year ended 31 March 2008

	<u>Share capital</u> £'000	<u>Retained earnings</u> £'000	<u>Total</u> £'000
As at 1 January 2006	72,628	(5,950)	66,678
Profit for the period	-	5,917	5,917
As at 31 March 2007	72,628	(33)	72,595
Result for the year	-	-	-
As at 31 March 2008	<u>72,628</u>	<u>(33)</u>	<u>72,595</u>

EBS NO.1 LIMITED
Balance Sheet as at 31 March 2008

	<u>Note</u>	<u>As at</u> <u>31/3/2008</u> £'000	<u>As at</u> <u>31/3/2007</u> £'000
Fixed assets			
Investments in subsidiary companies	8	-	-
Other investments	9	39,319	39,319
		<u>39,319</u>	<u>39,319</u>
Current assets			
Other receivables	10	33,323	33,323
		<u>33,323</u>	<u>33,323</u>
Total assets		<u>72,642</u>	<u>72,642</u>
Current liabilities			
Other payables	11	(47)	(47)
		<u>(47)</u>	<u>(47)</u>
Net assets		<u>72,595</u>	<u>72,595</u>
Equity			
Called up share capital	12	72,628	72,628
Retained earnings		(33)	(33)
		<u>72,595</u>	<u>72,595</u>
Total equity		<u>72,595</u>	<u>72,595</u>

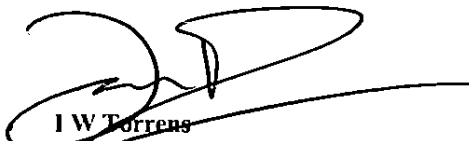
The company was dormant within the meaning of Section 249AA of the Companies Act 1985 (as amended) throughout the year ended 31 March 2008.

Members have not required the company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- (i) ensuring the company keeps accounting records which comply with section 221; and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements on pages 4 to 10 were approved by the board of directors on 15 January 2009 and were signed on its behalf by:


I W Torrens
 Director

EBS NO.1 LIMITED

Notes to the financial statements for the period ended 31 March 2008

1. PRINCIPAL ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and under the historical cost convention.

On 1 April 2007 the company adopted IFRS, as adopted by the EU, for consistency with its ultimate parent company, ICAP plc. Previously the financial statements had been prepared in accordance with UK GAAP. International Accounting Standard ("IAS") 39, "Financial Instruments: Recognition and Measurement", and IAS 32, "Financial Instruments: Disclosure and Presentation", have been adopted prospectively from 1 April 2007 as permitted by IFRS 1, "First-time Adoption of International Financial Reporting Standards". The adoption of IFRS has not impacted significantly on the results of the company as at 31 March 2008 and no restatement of the comparatives is required.

(b) Impairment of assets

An impairment review of the recoverable amounts of assets is undertaken at each balance sheet date or when such events or changes in circumstances indicate that an impairment loss may have occurred.

2. FINANCIAL RISK MANAGEMENT

(i) *Financial risk factors*

The overall financial risk management framework, strategy and policies of the company are determined by the board of its ultimate parent company, ICAP plc (the "Group"). It does this through two board committees, the Group Risk and Treasury Committees, and also by regional and market risk committees. Since the company no longer trades, its exposure to risk is not significant.

(ii) *Financial assets and liabilities*

The company's financial assets and liabilities are analysed below:

Classification of financial assets and liabilities as at 31 March 2008:

	<u>Available for sale</u> £'000	<u>Loans and receivables</u> £'000	<u>Total</u> £'000
Financial assets			
Available for sale assets	39,319	-	39,319
Amounts owed by group companies	-	33,323	33,323
	<u>39,319</u>	<u>33,323</u>	<u>72,642</u>
		<u>Amortised cost</u> £'000	<u>Total</u> £'000
Financial liabilities			
Amounts owed to group companies		47	47
		<u>47</u>	<u>47</u>

EBS NO.1 LIMITED

Notes to the financial statements for the period ended 31 March 2008 (continued)

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

Classification of financial assets and liabilities as at 31 March 2007:

	<u>Available for sale</u> £'000	<u>Loans and receivables</u> £'000	<u>Total</u> £'000
Financial assets			
Available for sale assets	39,319	-	39,319
Amounts owed by group companies	-	33,323	33,323
	<u>39,319</u>	<u>33,323</u>	<u>72,642</u>

Classification of financial assets and liabilities as at 31 March 2007:

	<u>Amortised cost</u> £'000	<u>Total</u> £'000
Financial liabilities		
Amounts owed to Group undertakings	47	47
	<u>47</u>	<u>47</u>

The fair value of the financial assets and liabilities is not materially different from their book values.

(iii) Market risk

Foreign exchange risk

The company operates principally in the United Kingdom and therefore has no exposure to foreign exchange risk.

Price risk

The company's activities do not expose it to price risk.

Interest rate risk

The company's financial liabilities are non interest bearing.

(iv) Fair value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arms length transaction. As at 31 March 2008 there are no assets or liabilities whose carrying value was not a reasonable approximation of its fair value (2007: Nil).

(v) Credit risk

Credit risk arises from the potential that a counterparty is unable or unlikely to perform on an obligation resulting in a loss for the company. The company is exposed to concentrations of credit risk in amounts due from group companies (note 10). The Group policy is to limit exposure by netting balances. All group companies are party to a netting agreement.

(vi) Liquidity risk

The company's activities do not expose its liquidity risk. All of its financial liabilities are payable on demand.

EBS NO.1 LIMITED

Notes to the financial statements for the period ended 31 March 2008 (continued)

3. KEY ACCOUNTING JUDGEMENTS

The company makes various judgements in applying its accounting policies and various assumptions and estimates when determining the carrying value of certain assets and liabilities. As at 31 March 2008 there were no such judgements or assumptions that had a significant effect on the amounts recognised in the financial statements, or a significant risk of causing material adjustment to the carrying amounts of assets and liabilities in the next financial year.

4. ADMINISTRATIVE EXPENSES

Administrative expenses included the following:

	<u>Year ended 31/3/2008 £'000</u>	<u>Period ended 31/3/2007 £'000</u>
Management fees	-	49

Annual filing fees and audit fees of £nil (2007: £6,000) were borne by a fellow subsidiary company of ICAP plc.

The company had no employees during the year (2007: nil).

5. DIRECTORS' REMUNERATION

The directors received no remuneration in respect of their services as directors of the company or any of its subsidiary companies.

6. DIRECTORS' INTERESTS

None of the directors held interests in the called up share capital of the company or the ultimate parent company, ICAP plc.

D A Abrehart is a director of the company's intermediate holding company, Intercapital plc, and her interest in the share capital of the company's ultimate parent company, ICAP plc, in the form of options over ICAP plc ordinary shares of 10p each are disclosed in that company's accounts.

T C Kidd's interest in the share capital of the company's ultimate parent company, ICAP plc, in the form of options over ICAP plc ordinary shares of 10p each is as follows:

ICAP plc Ordinary shares of 10p each

	<u>Exercise price (p)</u>	<u>Grant date</u>	<u>As at 01/04/2007</u>	<u>Granted in year</u>	<u>Exercised in year</u>	<u>As at 31/3/2008</u>
T C Kidd*						
SAYE	388.0	30/06/2006	2,409	-	-	2,409
			<u>2,409</u>	<u>-</u>	<u>-</u>	<u>2,409</u>

*T C Kidd was appointed as a director on 24 January 2008, and his options are shown from that date.

The SAYE is an Inland Revenue approved scheme that enables employees to acquire options over ordinary shares at a discount of up to 20% of their market value, using the proceeds of a related SAYE contract. Options granted under the SAYE scheme are not subject to performance conditions.

EBS NO.1 LIMITED

Notes to the financial statements for the period ended 31 March 2008 (continued)

7. TAXATION

	<u>Year ended 31/3/2008 £'000</u>	<u>Period ended 31/3/2007 £'000</u>
Current taxation		
UK corporation tax		
- Current tax credit	-	15
	<u> </u>	<u> </u>

The company's tax charge for the year and the statutory charge can be reconciled as follows:

	<u>Year ended 31/3/2008 £'000</u>	<u>Period ended 31/3/2007 £'000</u>
Profit before taxation	-	5,902
Tax on profit at the standard rate in the UK of 30% (2007: 30%)	-	1,771
Effect of:		
Intra-group sale of investment	-	(1,786)
Tax credit	-	(15)
	<u> </u>	<u> </u>

8. INVESTMENTS IN SUBSIDIARY COMPANIES

	<u>As at 31/3/2008 £'000</u>	<u>As at 31/3/2007 £'000</u>
Cost		
As at 1 January	-	33,573
Disposals	-	(33,573)
As at 31 March /31 December	-	-
	<u> </u>	<u> </u>

On 7 July 2006 EBS No.1 Limited sold its investment in EBS No.4 Inc. for \$77,119,870 to its ultimate parent, realising a profit of \$11,270,327.

9. OTHER INVESTMENTS

	<u>As at 31/3/2008 £'000</u>	<u>As at 31/3/2007 £'000</u>
Cost		
As at 1 April	39,319	-
Additions	-	39,319
As at 31 March	39,319	39,319
	<u> </u>	<u> </u>

On 24 January 2007 EBS No.1 Limited purchased preference shares in Intercapital plc for £39,318,788.

EBS NO.1 LIMITED

Notes to the financial statements for the period ended 31 March 2008 (continued)

10. OTHER RECEIVABLES

	<u>As at</u> <u>31/3/2008</u> £'000	<u>As at</u> <u>31/3/2007</u> £'000
Amounts due from parent company	33,309	33,309
Amounts due from subsidiary company	-	-
Group relief recoverable	14	14
	<u>33,323</u>	<u>33,323</u>

All amounts due from group companies are unsecured, non-interest bearing and are payable on demand.

11. OTHER PAYABLES

	<u>As at</u> <u>31/3/2008</u> £'000	<u>As at</u> <u>31/3/2007</u> £'000
Amounts due to fellow subsidiary company	47	47

All amounts due to group companies are unsecured, non-interest bearing and are payable on demand.

12. CALLED UP SHARE CAPITAL

	<u>As at</u> <u>31/3/2008</u> £	<u>As at</u> <u>31/3/2007</u> £
Authorised:		
100 Ordinary A shares of £1 each	84	84
142,451,684 Ordinary B shares of \$1 each	72,627,554	72,627,554
Allotted and fully paid:		
2 Ordinary A shares of £1 each	2	2
142,451,684 Ordinary B shares of \$1 each	72,627,554	72,627,554

13. RELATED PARTIES

Parent company

The company's immediate parent company is EBS Nominees No.2 Limited, which does not prepare consolidated financial statements.

The company's ultimate parent company is ICAP plc, which is incorporated in the United Kingdom and heads the smallest and largest group of companies ("Group") of which the company is a member. ICAP plc prepares consolidated financial statements in accordance with IFRS and copies can be obtained from the Company Secretary, ICAP plc, 2 Broadgate, London, EC2M 7UR.

Related party transactions

All Group companies are party to a netting agreement. There were no related party transactions or balances during the period ended 31 March 2008 other than disclosed in the above notes.