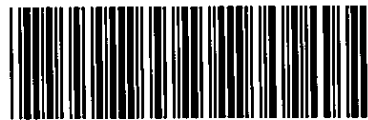


PREBON TECHNOLOGY LIMITED

Report and Financial Statements
31 December 2009

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COMPANIES HOUSE

DIRECTORS' REPORT

The directors present their annual report and financial statements for the year ended 31 December 2009

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £nil (2008 £106,000) and will be transferred to reserves

The directors do not recommend payment of a dividend (2008 £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 up to May 2005 was the creation, protection, holding and enhancement of intellectual property rights. In May 2005 the Company sold its business and ceased to trade

There have not been any significant changes in the Company's principal activities in the year under review and 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

PRINCIPAL RISKS AND UNCERTAINTIES

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

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

Liquidity risk is the risk that the Company, in periods of corporate or market volatility, will not have access to an appropriate level of cash or funding to enable it to finance its ongoing operations and any other reasonable unanticipated events on cost effective terms

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

DIRECTORS

The following directors held office during the year

A K Evans
J P Flinn
P R Mainwaring
R B Stevens
B C B Ward

DIRECTORS' REPORT

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

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 s418 of the Companies Act 2006

Pursuant to s386 of the Companies Act 1985, an elective resolution was passed on 9 November 2000 dispensing with the requirement to appoint auditors annually. This election was in force immediately before 1 October 2007. Therefore Deloitte LLP are deemed to continue as auditors.

This report was approved by the Board of Directors and signed on its behalf by

N L Challen
Company Secretary
Date


22 JUL 2010

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

Registered No
3810754

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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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 PREBON TECHNOLOGY LIMITED

We have audited the financial statements of Prebon Technology Ltd for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

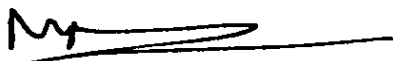
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors report, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Manbhinder Rana (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditors

London, United Kingdom

Date 22 July 2010

PREBON TECHNOLOGY LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2009

	<i>Notes</i>	<i>2009</i> <i>£000</i>	<i>2008</i> <i>£000</i>
Interest receivable and similar income	3	-	289
Interest payable and similar charges	4	-	(141)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	148
Tax charge on profit on ordinary activities	5	-	(42)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	10	-	106

The Company had no recognised gains or losses other than the profit from the current year and the profit for the preceding year. Accordingly, no separate statement of total recognised gains and losses is presented.

PREBON TECHNOLOGY LIMITED

BALANCE SHEET as at 31 December 2009

	Notes	2009 £000	2008 £000
FIXED ASSETS			
Group loans	6	-	11,161
CURRENT ASSETS			
Debtors due within one year	7	11,120	-
		<u>11,120</u>	<u>11,161</u>
CREDITORS: amounts falling due within one year	8	<u>(22,331)</u>	<u>(22,372)</u>
NET CURRENT LIABILITIES		<u>(11,211)</u>	<u>(22,372)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(11,211)</u>	<u>(11,211)</u>
NET LIABILITIES		<u><u>(11,211)</u></u>	<u><u>(11,211)</u></u>
CAPITAL AND RESERVES			
Called up share capital	9	-	-
Profit and loss account	10	<u>(11,211)</u>	<u>(11,211)</u>
SHAREHOLDERS' DEFICIT		<u><u>(11,211)</u></u>	<u><u>(11,211)</u></u>

The financial statements of Prebon Technology Limited (registered number 3810754) were approved by the Board of Directors and authorised for issue on

Signed on its behalf by



A K Evans
Director

NOTES TO THE FINANCIAL STATEMENTS

as at 31 December 2009

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

Fixed assets

Fixed assets including long term loans 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

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 that they will be recovered. Deferred tax assets and liabilities are not discounted

Related party transactions

The Company has taken advantage of reporting exemptions in accordance with FRS 8 Related Party Transactions, since it is a wholly owned subsidiary of a group where 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

PREBON TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS as at 31 December 2009

2. OPERATING PROFIT

Auditors' remuneration in respect of audit work of £4,000 (2008 £5,000) is borne by Tullett Prebon Group Limited

The Directors do not receive any remuneration for their services to the Company (2008 £nil)

The Company had no employees during the year (2008 nil)

3. INTEREST RECEIVABLE AND SIMILAR INCOME

	2009 £000	2008 £000
Group interest receivable	-	289

4. INTEREST PAYABLE AND SIMILAR CHARGES

	2009 £000	2008 £000
Group interest payable	-	141

5. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES

	2009 £000	2008 £000
Current tax		
UK corporation tax charge on profit for the year	-	42
Current tax charge for the year	-	42

Factors affecting the current tax charge

The tax assessed on the profit on ordinary activities for the year is the standard rate of corporation tax in the UK of 28% (2008 28.5%) The differences are reconciled below

	2009 £000	2008 £000
Profit on ordinary activities before tax	-	148
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK	-	42
Current tax charge for the year	-	42

6. GROUP LOANS

	2009 £000	2008 £000
Amounts falling due after more than one year		
Amounts owed by group undertakings	-	11,161

PREBON TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS as at 31 December 2009

7 DEBTORS. amounts falling due within one year

	2009 £000	2008 £000
Amounts owed by group undertakings	11,120	-
	<u>11,120</u>	<u>-</u>

8 CREDITORS: amounts falling due within one year

	2009 £000	2008 £000
Amounts owed to group undertakings	22,331	22,330
Corporation tax	-	42
	<u>22,331</u>	<u>22,372</u>

9. CALLED-UP SHARE CAPITAL

	2009 £000 £	2008 £000 £
Allotted, called up and fully paid 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

The authorised share capital article in the Company's Articles of Association was removed by shareholder resolution on 18 June 2010

10. RECONCILIATION OF SHAREHOLDERS' DEFICIT

	Profit and loss account £000	Total shareholders' deficit £000
At 1 January 2008	(11,317)	(11,317)
Profit for the year	106	106
At 1 January 2009	<u>(11,211)</u>	<u>(11,211)</u>
Profit for the year	-	-
At 31 December 2009	<u>(11,211)</u>	<u>(11,211)</u>

11 PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Prebon Technology Holdings Limited

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

The parent undertaking of the smallest group which includes the Company for which group accounts are prepared is Tullett Prebon Group Holdings plc

The parent undertaking of the largest group which includes the Company for which group accounts are prepared is Tullett Prebon plc

Copies of Tullett Prebon Group Holdings plc and Tullett Prebon plc financial statements are available from the registered office Tower 42, Level 37, 25 Old Broad Street, EC2N 1HQ