



Gerald Edelman
Chartered Accountants

CO House

Company Registration No 04610337 (England and Wales)

CAXTON FX LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED 28 FEBRUARY 2013

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Registered to carry on audit work
and regulated for a range of
investment business activities by the
Institute of Chartered Accountants
in England and Wales

CAXTON FX LIMITED

DIRECTORS AND ADVISERS

Directors	Rupert Lee-Browne
	Jane-Emma Peerless
	James Hickman
	Roger Alexander (Appointed 1 April 2012)
	Timothy Cooke (Appointed 1 April 2012)
Secretary	Jane-Emma Peerless
Company number	04610337
Registered office	Portland House Bressenden Place London SW1E 5BH
Registered auditors	Gerald Edelman 25 Harley Street London W1G 9BR

CAXTON FX LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Independent auditors' report	3 - 4
Consolidated profit and loss account	5
Balance sheets	6
Consolidated cash flow statement	7
Notes to the consolidated cash flow statement	8
Notes to the financial statements	9 - 23

CAXTON FX LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 28 FEBRUARY 2013

The directors present their report and financial statements for the year ended 28 February 2013

Principal activities

The principal activity of the group throughout the year was that of provider of currency services

Review of the business

Over the past year, the directors have implemented much change within the business. Focus has been on strengthening the infrastructure of the company's core systems and building on the quality of the team in order to fully capitalise on the exciting opportunities available to us. The directors are pleased to report continued growth of revenues and new clients which reflects the robustness of the company's underlying business. The strategy of investing for future growth always comes with the inevitability of dented profits and in the light of this, the directors consider the financial results to be entirely satisfactory and in line with the strategic plan.

Results and dividends

The consolidated profit and loss account for the year is set out on page 5

Directors

The following directors have held office since 1 March 2012

Rupert Lee-Browne

Jane-Emma Peerless

James Hickman

Roger Alexander

(Appointed 1 April 2012)

Timothy Cooke

(Appointed 1 April 2012)

	2013 £	2012 £
During the year the group made the following payments		
Charitable donations	6,347	-

The recipients, amounts and purpose of the charitable donations are as follows

	Purpose	2013 £	2012 £
Peter Jones Foundation	Corporate patron donation	3,334	-
The Travel Foundation	General donations	2,651	-
Other small donations	General donations	362	-
		6,347	-

Principal Risks and Uncertainties

The directors have reviewed the risk and uncertainties facing the company and consider the key risk to be financial risk. The directors' financial risk objective is to maximise financial assets and minimise financial liabilities whilst not engaging in speculation.

Pillar 3 Disclosures

The group's Pillar 3 disclosure can be found at its registered office

CAXTON FX LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 28 FEBRUARY 2013

Credit risk

The group's debtors amounts to £35.07 million in 2013. This balance includes £34.8 million of trade debtors. The directors are of the opinion that all these amounts are recoverable and the group has no significant credit risk.

The group's creditors due in less than one year amounts to £39.60 million. The directors do not foresee any problems in the group being able to meet these obligations as they fall due.

Liquidity Risk

The directors foresee no liquidity risk for the coming financial year as the Group has substantial cash reserves amounting to approximately £7.2 million (2012: £6 million).

Auditors

The auditors, Gerald Edelman, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' 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 group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgements 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the group's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the group's auditors are aware of that information.

By order of the board



Jane-Emma Peerless

Secretary

20 June 2013

CAXTON FX LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF CAXTON FX LIMITED

We have audited the group and parent company financial statements (the "financial statements") of Caxton FX Limited for the year ended 28 February 2013 set out on pages 5 to 23. 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 set out on page 2, 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 and express an opinion on 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 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. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 28 February 2013 and of the group's loss 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 matters 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.

CAXTON FX LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF CAXTON FX LIMITED

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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



Hemen Doshi FCCA (Senior Statutory Auditor)
for and on behalf of Gerald Edelman

20 June 2013

Chartered Accountants
Statutory Auditor

25 Harley Street
London
W1G 9BR

CAXTON FX LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 28 FEBRUARY 2013

	Notes	2013 £	2012 £
Turnover	2	623,452,746	563,526,750
Cost of sales		(618,973,946)	(559,440,921)
Gross profit		4,478,800	4,085,829
Administrative expenses		(4,499,928)	(3,831,959)
Operating (loss)/profit	3	(21,128)	253,870
Other interest receivable and similar income		19,730	29,486
Interest payable and similar charges	4	(225,043)	(77,916)
(Loss)/profit on ordinary activities before taxation	3	(226,441)	205,440
Tax on (loss)/profit on ordinary activities	5	12,219	(29,437)
(Loss)/profit on ordinary activities after taxation		(214,222)	176,003

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

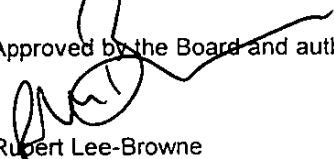
CAXTON FX LIMITED

BALANCE SHEETS

AS AT 28 FEBRUARY 2013

		Group 2013	2012	Company 2013	2012 as restated
	Notes	£	£	£	£
Fixed assets					
Intangible assets	7	120,679	127,383	120,679	127,383
Tangible assets	8	1,262,975	801,433	1,262,975	801,433
Investments	9	-	-	50,000	96,913
		<u>1,383,654</u>	<u>928,816</u>	<u>1,433,654</u>	<u>1,025,729</u>
Current assets					
Stocks	10	127,073	132,457	127,073	132,457
Debtors	11	35,073,865	7,908,788	35,073,865	7,896,841
Investments	12	50,000	-	50,000	-
Cash at bank and in hand		7,193,296	6,032,979	6,504,762	3,870,201
		<u>42,444,234</u>	<u>14,074,224</u>	<u>41,755,700</u>	<u>11,899,499</u>
Creditors amounts falling due within one year	13	(39,595,282)	(10,464,012)	(41,710,341)	(11,242,026)
Net current assets		<u>2,848,952</u>	<u>3,610,212</u>	<u>45,359</u>	<u>657,473</u>
Total assets less current liabilities		<u>4,232,606</u>	<u>4,539,028</u>	<u>1,479,013</u>	<u>1,683,202</u>
Creditors amounts falling due after more than one year	14	(2,828,959)	(2,891,691)	-	-
Provisions for liabilities	15	(21,691)	(51,159)	(21,691)	(51,159)
		<u>1,381,956</u>	<u>1,596,178</u>	<u>1,457,322</u>	<u>1,632,043</u>
Capital and reserves					
Called up share capital	16	1,588	1,588	1,588	1,588
Share premium account	17	180,499	180,499	180,499	180,499
Profit and loss account	17	1,199,869	1,414,091	1,275,235	1,449,956
Shareholders' funds	18	<u>1,381,956</u>	<u>1,596,178</u>	<u>1,457,322</u>	<u>1,632,043</u>

Approved by the Board and authorised for issue on 20 June 2013


Rupert Lee-Browne
Director

Company Registration No 04610337

CAXTON FX LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 28 FEBRUARY 2013

	£	2013 £	£	2012 £
Net cash inflow/(outflow) from operating activities		1,966,339		(557,274)
Returns on investments and servicing of finance				
Interest received	19,730		29,486	
Interest paid	(10,735)		(4,250)	
Net cash inflow for returns on investments and servicing of finance		8,995		25,236
Taxation		(36,890)		(135,734)
Capital expenditure				
Payments to acquire tangible assets	(618,127)		(756,864)	
Net cash outflow for capital expenditure		(618,127)		(756,864)
Acquisitions and disposals				
Purchase of subsidiary undertakings (net of cash acquired)	-		(181,000)	
Sale of subsidiary undertakings (net of cash acquired)	-		46,913	
Net cash outflow for acquisitions and disposals		-		(134,087)
Net cash inflow/(outflow) before management of liquid resources and financing		1,320,317		(1,558,723)
Management of liquid resources				
Current asset investments	(50,000)		-	
		(50,000)		-
Financing				
Issue of ordinary share capital	-		181,000	
Other long term loans	-		2,875,936	
Repayment of other long term loans	(110,000)		-	
Net cash (outflow)/inflow from financing		(110,000)		3,056,936
Increase in cash in the year		1,160,317		1,498,213

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 28 FEBRUARY 2013

1	Reconciliation of operating (loss)/profit to net cash inflow/(outflow) from operating activities	2013	2012
		£	£
	Operating (loss)/profit	(21,128)	253,870
	Depreciation of tangible assets	156,585	85,911
	Amortisation of intangible assets	6,704	6,704
	Amortisation of bond issue costs	47,268	15,755
	Decrease/(increase) in stocks	5,384	(132,457)
	Increase in debtors	(27,165,077)	(1,533,213)
	Increase in creditors within one year	28,936,603	746,156
	Net cash inflow/(outflow) from operating activities	1,966,339	(557,274)

2	Analysis of net funds	1 March 2012	Cash flow	Other non-cash changes	28 February 2013
		£	£	£	£
	Net cash				
	Cash at bank and in hand	6,032,979	1,160,317	-	7,193,296
	Liquid resources				
	Current asset investments	-	50,000	-	50,000
	Debts falling due after one year	(2,891,691)	62,732	-	(2,828,959)
	Net funds	3,141,288	1,273,049	-	4,414,337

3	Reconciliation of net cash flow to movement in net funds	2013	2012
		£	£
	Increase in cash in the year	1,160,317	1,498,213
	Cash outflow from increase in liquid resources	50,000	-
	Cash outflow/(inflow) from decrease/(increase) in debt	62,732	(2,891,691)
	Movement in net funds in the year	1,273,049	(1,393,478)
	Opening net funds	3,141,288	4,534,766
	Closing net funds	4,414,337	3,141,288

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 28 FEBRUARY 2013

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

1.3 Basis of consolidation

The consolidated profit and loss account and balance sheet included the financial statements of the company and its subsidiary undertakings made up to 28 February 2013. The Group uses acquisition accounting. Under acquisition accounting the results of subsidiaries acquired are included in the profit and loss account from the date control passes. Inter-group sales, profits and balances are eliminated fully on consolidation.

1.4 Turnover

Turnover represents the gross value of currency transactions undertaken by the Group. Purchases of currency relating to these transactions are treated as cost of sales.

Turnover is recognised when a binding contract is entered into by a client and the profit is fixed and determined. When the Group enters into a contract for forward delivery with a client it also enters into a separate matched forward contract with its bankers.

Where a contract for forward delivery is open at the year end, the balance of the contract due from the client at the maturity date is included in trade debtors and the corresponding liability with the Group's bankers is included in trade creditors.

1.5 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 20 years.

1.6 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Leasehold	Remaining life of lease
Computer equipment	25% - 33% straight line
Fixtures, fittings & equipment	25% straight line
Motor vehicles	25% straight line
Software	20% straight line

1.7 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.8 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

Current asset investments are stated at the lower of cost and net realisable value.

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2013

1 Accounting policies

(continued)

1 9 Stock

Stock is valued at the lower of cost and net realisable value

1 10 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1 11 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1 12 Share based Payments

FRS 20- Share based Payments requires share options to be fair valued at the date of grant and charged to the profit and loss account over the vesting period of the option. Any expense recognised is classified as a staff cost and the associated credit entry is made to option reserves.

2 Turnover

The total turnover of the Group for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3 Operating (loss)/profit

	2013 £	2012 £
Operating (loss)/profit is stated after charging		
Amortisation of intangible assets	6,704	6,704
Depreciation of tangible assets	156,585	85,911
Loss on foreign exchange transactions	-	26,840
Operating lease rentals	225,266	240,688
Fees payable to the Group's auditors		
- for the audit of the Group's annual accounts (company £22,500, 2012 £14,504)	24,330	16,304
- for taxation services (company £1,500, 2012 £1,500)	1,500	1,500
and after crediting		
Profit on foreign exchange transactions	(17,994)	-

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2013

4	Interest payable	2013	2012
		£	£
	On bank loans and overdrafts	10,735	4,250
	Payable to bond holders	214,308	73,666
		<u>225,043</u>	<u>77,916</u>
5	Taxation	2013	2012
		£	£
	Domestic current year tax		
	U K corporation tax	-	19,640
	Adjustment for prior years	17,249	(10,010)
	Total current tax	<u>17,249</u>	<u>9,630</u>
	Deferred tax		
	Origination and reversal of timing differences	(29,468)	19,807
		<u>(29,468)</u>	<u>19,807</u>
		<u>(29,468)</u>	<u>19,807</u>
	Factors affecting the tax charge for the year		
	(Loss)/profit on ordinary activities before taxation	(226,441)	205,440
		<u>(226,441)</u>	<u>205,440</u>
	(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20.00% (2012 - 20.00%)	(45,288)	41,088
		<u>(45,288)</u>	<u>41,088</u>
	Effects of		
	Non deductible expenses	8,105	6,766
	Depreciation add back	32,658	17,182
	Capital allowances	-	(46,820)
	Tax losses available for utilisation	4,525	-
	Adjustments to previous periods	17,249	(10,010)
	Other tax adjustments	-	1,424
		<u>62,537</u>	<u>(31,458)</u>
	Current tax charge for the year	<u>17,249</u>	<u>9,630</u>

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2013

6 Loss for the financial year

As permitted by section 408 Companies Act 2006, the holding company's profit and loss account has not been included in these financial statements. The (loss)/profit for the financial year is made up as follows:

	2013	2012
		as restated
	£	£
Holding company's (loss)/profit for the financial year	(174,721)	211,868

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 28 FEBRUARY 2013

7 Intangible fixed assets Group

	Goodwill £	Total £
Cost		
At 1 March 2012	134,087	134,087
At 28 February 2013	134,087	134,087
Amortisation		
At 1 March 2012	6,704	6,704
Charge for the year	6,704	6,704
At 28 February 2013	13,408	13,408
Net book value		
At 28 February 2013	120,679	120,679
At 29 February 2012	127,383	127,383

Company

	Goodwill £
Cost	
At 1 March 2012	-
Prior year adjustment	134,087
As restated at 1 March 2012	134,087
Additions	-
At 28 February 2013	134,087
Amortisation	
At 1 March 2012	-
Prior year adjustment	6,704
As restated 1 March 2012	6,704
Charge for the year	6,704
At 28 February 2013	13,408
Net book value	
At 28 February 2013	120,679

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2013

8 Tangible fixed assets

Group

	Land and buildings Leasehold	Computer equipment	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£	£
Cost					
At 1 March 2012	47,452	919,363	37,744	7,450	1,012,009
Additions	18,512	564,951	34,664	-	618,127
At 28 February 2013	65,964	1,484,314	72,408	7,450	1,630,136
Depreciation					
At 1 March 2012	26,025	151,577	28,302	4,672	210,576
Charge for the year	13,983	130,507	10,576	1,519	156,585
At 28 February 2013	40,008	282,084	38,878	6,191	367,161
Net book value					
At 28 February 2013	25,956	1,202,230	33,530	1,259	1,262,975
At 29 February 2012	21,427	767,786	9,442	2,778	801,433

Company

	Land and buildings Leasehold	Computer equipment	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£	£
Cost					
At 1 March 2012	47,452	919,363	37,744	7,450	1,012,009
Additions	18,512	564,951	34,664	-	618,127
At 28 February 2013	65,964	1,484,314	72,408	7,450	1,630,136
Depreciation					
At 1 March 2012	26,025	151,577	28,302	4,672	210,576
Charge for the year	13,983	130,507	10,576	1,519	156,585
At 28 February 2013	40,008	282,084	38,878	6,191	367,161
Net book value					
At 28 February 2013	25,956	1,202,230	33,530	1,259	1,262,975
At 29 February 2012	21,427	767,786	9,442	2,778	801,433

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 28 FEBRUARY 2013

9 Fixed asset investments

Company

	Shares in group undertakings £
Cost	
At 1 March 2012	231,000
Prior year adjustment	(134,087)
As restated 1 March 2012	96,913
Return on investment	(46,913)
At 28 February 2013	50,000
Provisions for diminution in value	
At 1 March 2012	-
At 28 February 2013	-
Net book value	
At 28 February 2013	50,000
At 29 February 2012 (as restated)	50,000

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
Caxton FX Bond Plc	England and Wales	Ordinary shares	100.00

10 Stocks

	Group 2013 £	2012 £	Company 2013 £	2012 £
Stock	127,073	132,457	127,073	132,457

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2013

11 Debtors

	Group 2013 £	2012 £	Company 2013 £	2012 £
Trade debtors	34,812,933	7,521,137	34,812,933	7,521,137
Other debtors	151,282	305,948	151,282	305,948
Prepayments and accrued income	109,650	81,703	109,650	69,756
	<u>35,073,865</u>	<u>7,908,788</u>	<u>35,073,865</u>	<u>7,896,841</u>

12 Current asset investments

	Group 2013 £	2012 £	Company 2013 £	2012 £
Other unlisted investments	<u>50,000</u>	<u>-</u>	<u>50,000</u>	<u>-</u>

13 Creditors amounts falling due within one year

	Group 2013 £	2012 £	Company 2013 £	2012 £
Trade creditors	38,757,286	9,551,596	38,757,286	9,551,308
Amounts owed to group undertakings	-	-	2,187,500	853,873
Corporation tax	-	19,641	-	19,641
Taxes and social security costs	75,496	-	75,496	-
Other creditors	40,861	40,861	40,861	40,861
Accruals and deferred income	721,639	851,914	649,198	776,343
	<u>39,595,282</u>	<u>10,464,012</u>	<u>41,710,341</u>	<u>11,242,026</u>

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2013

14 Creditors amounts falling due after more than one year

	Group 2013 £	2012 £	Company 2013 £	2012 £
Bondholders	2,955,000	3,065,000	-	-
Less Unamortised costs	(126,041)	(173,309)	-	-
	<u>2,828,959</u>	<u>2,891,691</u>	<u>-</u>	<u>-</u>

Bonds are due to mature after 31 October 2015 with 6 months notice given by either party after that date

The company is entitled to repay any or all of the principal amount of the Caxton FX bonds together with any accrued interest there on at anytime during the term of the Caxton FX bonds

15 Provisions for liabilities

Group	Deferred taxation £
Balance at 1 March 2012	51,159
Profit and loss account	(29,468)
Balance at 28 February 2013	<u>21,691</u>
Company	
Balance at 1 March 2012	51,159
Profit and loss account	(29,468)
Balance at 28 February 2013	<u>21,691</u>

The deferred tax liability is made up as follows:

	Group 2013 £	2012 £	Company 2013 £	2012 £
Accelerated capital allowances	<u>21,691</u>	<u>51,159</u>	<u>21,691</u>	<u>51,159</u>

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 28 FEBRUARY 2013

16	Share capital	2013 £	2012 £
	Allotted, called up and fully paid		
	123,050 Ordinary shares of 1p each	1,231	1,231
	35,725 "A" Ordinary shares of 1p each	357	357
		<u>1,588</u>	<u>1,588</u>

The Ordinary and "A" Ordinary shares have the same voting rights and participation on a winding up

Certain employees hold options to subscribe for shares in the company under the share option schemes approved by the shareholders in October 2012. Options on 5,465 Ordinary shares and 12,315 "A" ordinary shares were granted and the periods in which they may be exercised are given below -

Year of grant	Exercise price	Exercise period	2013 Number	Class
2013	£8	2012-2022	12,315	"A" Ordinary
2013	£8	2012-2022	5,465	Ordinary
			<u>17,780</u>	

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2013

17 Statement of movements on reserves Group

	Share premium account £	Profit and loss account £
Balance at 1 March 2012	180,499	1,414,091
Loss for the year	-	(214,222)
Balance at 28 February 2013	<u>180,499</u>	<u>1,199,869</u>

Company

	Share premium account £	Profit and loss account £
Balance at 1 March 2012	180,499	1,456,660
Prior year adjustment	-	(6,704)
Balance at 1 March 2012 as restated	<u>180,499</u>	<u>1,449,956</u>
Loss for the year	-	(174,721)
Balance at 28 February 2013	<u>180,499</u>	<u>1,275,235</u>

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2013

18 Reconciliation of movements in shareholders' funds	2013	2012
Group	£	£
(Loss)/Profit for the financial year	(214,222)	176,003
Proceeds from issue of shares	-	181,000
Net (depletion in)/addition to shareholders' funds	(214,222)	357,003
Opening shareholders' funds	1,596,178	1,239,175
Closing shareholders' funds	1,381,956	1,596,178
	2013	2012
Company	£	£
(Loss)/Profit for the financial year	(174,721)	218,572
Proceeds from issue of shares	-	181,000
Net (depletion in)/addition to shareholders' funds	(174,721)	399,572
Opening shareholders' funds	1,638,747	1,239,175
Closing shareholders' funds	1,457,322	1,638,747

19 Contingent liabilities

Company

The company has provided a guarantee to meet the payment obligations of Caxton FX Bond Plc in connection with the Caxton FX bonds

As at the year end the amounts owed to bondholders including any accrued interest charge was £3,025,434 (2012 £3,138,615) Caxton FX Bond Plc, is a wholly owned subsidiary undertaking

20 Financial commitments

At 28 February 2013 the group had annual commitments under non-cancellable operating leases as follows

	Land and buildings	
	2013	2012
	£	£
Operating leases which expire		
Between two and five years	224,400	224,400

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 28 FEBRUARY 2013

21 Capital commitments

	Group 2013 £	2012 £	Company 2013 £	2012 £
Contracted for but not provided in the financial statements	-	230,000	-	230,000

22 Directors' remuneration

	2013 £	2012 £
Remuneration for qualifying services	414,510	402,126
Remuneration disclosed above include the following amounts paid to the highest paid director		
Remuneration for qualifying services	150,000	153,333

23 Employees

Number of employees

The average monthly number of employees (including directors) during the year was

	2013 Number	2012 Number
Sales and marketing	19	29
Administration	40	23
	59	52

Employment costs

	2013 £	2012 £
Wages and salaries	2,403,370	2,214,473
Social security costs	262,281	230,070
	2,665,651	2,444,543

24 Control

The company is controlled by R Lee-Browne, a director of the company

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 28 FEBRUARY 2013

25 Client money

As at the year end the amounts held in designated client money accounts was £6,500,159 (2012 £9,541,193) These balances are not included in these financial statements

26 Related party transactions

Transactions with directors

Transactions with directors during the year are outlined in the table below

Party	Relationship	Nature of transaction	Movement during the year	Balance due to/(from) as at year end	Movements during the year	Balance due to/(from) as at year end
			2013 £	2013 £	2012 £	2012 £
Rupert Lee-Browne	Director	Loan account	31,513	-	31,411	(31,411)
		Interest received	(102)	-	(411)	-
		Bond holding	(31,000)	2,000	33,000	33,000
		Interest payable	1,075	-	-	-
Jane-Emma Peerless	Director	Loan account	22,096	(12,500)	34,451	(34,451)
		Interest received	(145)	-	(451)	-
		Bond holding	(34,000)	-	34,000	34,000
		Interest payable	1,020	-	-	-
James Hickman	Director	Loan account	45,597	(5,000)	45,597	(50,597)
		Interest received	(115)	-	(597)	-
		Bond holding	(45,000)	-	45,000	45,000
		Interest payable	1,350	-	-	-

The maximum amounts outstanding during the year were £31,513 (2012 £31,411), £50,712 (2012 £50,745) and £34,596 (2012 £34,563) for Rupert Lee-Browne, James Hickman and Jane-Emma Peerless respectively Interest is charged at 4% per annum on outstanding loan balances

CAXTON FX LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 28 FEBRUARY 2013

27 Prior year adjustment

Company

On 1 March 2011 the company acquired the entire share capital of Caxton Voyager Limited. On the same day the company transferred the entire business, assets and liabilities from Caxton Voyager Limited into Caxton FX Limited. In previous year the goodwill arising on acquisition of Caxton Voyager Limited was recognised on consolidation, however as the business was transferred to Caxton FX Limited on completion, goodwill is now recognised in the accounts of Caxton FX Limited.

The following figures have been restated in the company's accounts, Goodwill at cost from £nil to £134,087, Goodwill amortisation as at 1 March 2012 from £nil to £6,704, Investments in subsidiary undertakings as at 1 March 2012 from £231,000 to £96,913 and retained earnings as at 1 March 2012 from £1,456,660 to £1,449,956.