

88(2)

Please complete in typescript, or in bold black capitals.

Return of Allotment of Shares

CHWP007

Company Number

4668969

Company name in full

ICAP AMERICA INVESTMENTS LIMITED

Shares allotted (including bonus shares):

Date or period during which shares were allotted

(if shares were allotted on one date enter that date in the "from" box).

From

Day Month Year

08 05 2003

To

Day Month Year

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

47,510,000

Nominal value of each share

\$1.00

Amount (if any) paid or due on each share (including any share premium)

\$1.00

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

Consideration for which the shares were allotted

(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235
Edinburgh



Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name ICAP PLC Address PARK HOUSE, 16 FINSBURY CIRCUS, LONDON UK Postcode E C 2 M 7 U R	Class of shares allotted ORDINARY	Number allotted 47,510,000
Name Address UK Postcode	Class of shares allotted 	Number allotted
Name Address UK Postcode	Class of shares allotted 	Number allotted
Name Address UK Postcode	Class of shares allotted 	Number allotted
Name Address UK Postcode	Class of shares allotted 	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed *Hde Durnfield* Date 8/5/03

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange