

Company Number: 4668969

ICAP AMERICA INVESTMENTS LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2007

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ICAP AMERICA INVESTMENTS LIMITED

Directors' report (continued)

The directors present their report and the audited financial statements of the company for the year ended 31 March 2007

PRINCIPAL ACTIVITY

The company was incorporated as an investment company

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 do not anticipate any changes to the principal activities of the company. Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

RESULTS AND DIVIDENDS

The results of the company are set out in the profit and loss account on page 4.

The financial statements are presented in United States dollars (US\$) as the company's investments are all denominated in US\$ and the company considers US\$ to be its functional currency.

The company paid an interim dividend of US\$353,648,524 (2006 US\$50,163,000).

The company continues to present its financial statements under UK GAAP. Other companies within the ICAP plc group have presented their financial statements under IFRS to be consistent with the parent. The directors of the company consider that the transition to IFRS would be detrimental to the interests of the company and its shareholders, and so have resolved to continue with UK GAAP for the time being.

DIRECTORS AND DIRECTORS' INTERESTS

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

T C Kidd	
D A Abreham	
J M Yallop	- Resigned 23 January 2007
J N Pettigrew	- Resigned 2 June 2006

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

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 passed an elective resolution dispensing with the requirement to appoint auditors annually. The company's auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

ICAP AMERICA INVESTMENTS LIMITED

Directors' report (continued)

PROVISION OF INFORMATION TO THE AUDITORS

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware

The directors have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each accounting period which 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 year

The directors confirm that suitable accounting policies have been used and that these policies have been applied on a consistent basis. The directors also confirm that applicable accounting standards have been followed and that reasonable and prudent judgements and estimates have been made in preparing the financial statements

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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

By Order of the Board



D A Abrehart
Secretary

18 January 2008

ICAP AMERICA INVESTMENTS LIMITED
Independent auditor's report to the members of
ICAP America Investments Limited

We have audited the financial statements which comprise the profit and loss account, balance sheet and related notes. The financial statements have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 March 2007 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
LONDON

22 January 2008

ICAP AMERICA INVESTMENTS LIMITED
Profit and loss account for the year ended 31 March 2007

	<u>Note</u>	<u>Year ended</u> <u>31/3/2007</u> US\$'000	<u>Year ended</u> <u>31/3/2006</u> US\$'000
Administrative expenses	6	(23,615)	-
Income from fixed asset investments		326,649	185,668
Other income		1,171	450
Profit before interest and taxation		<u>304,205</u>	<u>186,118</u>
Interest receivable and similar income	7	3,697	17,237
Interest payable and similar expenses	8	(679)	(610)
Profit on ordinary activities before taxation		<u>307,223</u>	<u>202,745</u>
Tax on profit on ordinary activities	9	6,179	(4,988)
Profit on ordinary activities after taxation		<u>313,402</u>	<u>197,757</u>
Equity dividend paid	10	(353,648)	(50,163)
Retained (loss)/profit for the year	15	<u>(40,246)</u>	<u>147,594</u>

The profit on ordinary activities was derived wholly from continuing operations

The company had no recognised gains and losses for the year other than those included in the profit and loss account

There is no difference between the profit on ordinary activities before tax and the retained loss for the year stated above and their historical cost equivalents

ICAP AMERICA INVESTMENTS LIMITED

Balance sheet as at 31 March 2007

	<u>Note</u>	<u>As at</u> <u>31/3/2007</u> US\$'000	<u>As at</u> <u>31/3/2006</u> US\$'000
Fixed assets			
Investments in subsidiary undertakings	11	597,763	136,548
		<u>597,763</u>	<u>136,548</u>
Current assets			
Debtors	12	475,096	550,531
Cash at bank and in hand		39	2,345
		<u>475,135</u>	<u>552,876</u>
Current liabilities			
Creditors Amounts falling due within one year	13	(364,922)	(18,322)
		<u>110,213</u>	<u>534,554</u>
Net current assets			
		<u>707,976</u>	<u>671,102</u>
Net assets			
		<u>707,976</u>	<u>671,102</u>
Capital and reserves			
Called up share capital	14	520,664	520,663
Share premium account	15	77,119	-
Profit and loss account	15	110,193	150,439
		<u>707,976</u>	<u>671,102</u>
Equity shareholders' funds	15	<u>707,976</u>	<u>671,102</u>

The financial statements on pages 4 to 11 were approved by the board of directors on 18 January 2008 and were signed on its behalf by



T C Kidd
Director

ICAP AMERICA INVESTMENTS LIMITED

Notes to the financial statements for the year ended 31 March 2007

1. PRINCIPAL ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Accounting Standards applicable in the United Kingdom

The company has exercised its entitlement under Section 228 of the Companies Act 1985 (as amended) to dispense with the requirement to produce group accounts

(b) Fixed asset investments

An undertaking is regarded as a subsidiary undertaking if the company has control over its operating and financial policies Investments in subsidiary undertakings are stated at historical cost less provision for any impairment in their values

2. CASH FLOW STATEMENT

As more than 90% of the voting rights in the company are controlled by ICAP plc, which publishes a consolidated cash flow statement, the company is not required under Financial Reporting Standard 1 "Cash flow statements" to present a cash flow statement in its own financial statements

3. PROFIT AND LOSS ACCOUNT

Annual filing fees and audit fees of \$6,000 were borne by a fellow subsidiary undertaking of ICAP plc

The company had no employees during the year (2006 nil)

4. DIRECTORS' REMUNERATION

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

5. DIRECTORS' INTERESTS

None of the directors held interests in the called up share capital of the company

The directors' 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 and through Long Term Incentive Plans are as follows

ICAP plc Ordinary shares of 10p each

	<u>Exercise price (p)</u>	<u>Grant date</u>	<u>As at 1/4/2006</u>	<u>Granted in year</u>	<u>Exercised in year</u>	<u>As at 31/3/2007</u>
D A Abrehart						
SAYE	388 0	30/06/2006	-	2,409	-	2,409
			-	2,409	-	2,409
T C Kidd						
SAYE	168 2	27/06/2003	5,495	-	(5,495)	-
SAYE	388 0	30/06/2006	-	2,409	-	2,409
			5,495	2,409	(5,495)	2,409

ICAP AMERICA INVESTMENTS LIMITED

Notes to the financial statements for the year ended 31 March 2007 (continued)

5. DIRECTORS' INTERESTS (continued)

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.

6. ADMINISTRATIVE EXPENSES

Administrative expenses include a management recharge from a fellow subsidiary, Intercapital plc.

7. INTEREST RECEIVABLE AND SIMILAR INCOME

	<u>Year Ended</u> <u>31/3/2007</u> US\$'000	<u>Year ended</u> <u>31/3/2006</u> US\$'000
Bank interest receivable	79	102
Interest receivable from fellow subsidiary undertakings	3,618	17,135
	<u>3,697</u>	<u>17,237</u>

8. INTEREST PAYABLE AND SIMILAR CHARGES

	<u>Year Ended</u> <u>31/3/2007</u> US\$'000	<u>Year ended</u> <u>31/3/2006</u> US\$'000
Interest payable to fellow group undertakings	679	608
Bank interest payable	-	2
	<u>679</u>	<u>610</u>

9. TAX ON PROFIT ON ORDINARY ACTIVITIES

	<u>Year Ended</u> <u>31/3/2007</u> US\$'000	<u>Year ended</u> <u>31/3/2006</u> US\$'000
Current taxation		
- UK corporation tax (credit)/charge on profit for the year	(6,179)	4,988

The company's tax (credit)/charge for the year is lower than the UK statutory rate and can be reconciled as follows:

Profit on ordinary activities before tax	307,223	202,745
Tax at standard rate in the UK of 30% (2006 30%)	92,167	60,824
Effect of		
Income from fixed asset investments	(97,995)	(55,701)
Other income	(351)	(135)
Current tax (credit)/charge for the year	<u>(6,179)</u>	<u>4,988</u>

ICAP AMERICA INVESTMENTS LIMITED

Notes to the financial statements for the year ended 31 March 2007 (continued)

10. DIVIDENDS

	<u>Year ended</u> <u>31/3/2007</u> US\$'000	<u>Year ended</u> <u>31/3/2006</u> US\$'000
Dividends on ordinary shares		
Interim dividend of \$0.68 per share (2006: \$0.10 per share)	353,648	50,163

11. INVESTMENT IN SUBSIDIARY UNDERTAKINGS

	<u>As at</u> <u>31/3/2007</u> US\$'000	<u>As at</u> <u>31/3/2006</u> US\$'000
As at 1 April	136,548	136,548
Additions	674,881	-
Disposals	(213,666)	-
As at 31 March 2007	597,763	136,548

On 2 June 2006 the company invested an additional \$520,641,177 in Garban-Intercapital (2001) Limited

On 30 June 2006, the company acquired EBS No. 4, Inc, for consideration of \$77,119,877 from its parent and disposed of it on the same day to its subsidiary company in exchange for additional shares to the same value

The company sold ICAP North America Investments Limited to a fellow subsidiary for \$136,545,600 in December 2006

At 31 March 2007, the company's principal subsidiary undertakings were as follows

<u>Name</u>	<u>Country of incorporation and operation</u>	<u>Percentage held (%)</u>
* Garban-Intercapital (2001) Limited	England and Wales	100.0
ICAP New Jersey Holdings Inc	USA	99.95
ICAP North America Inc	USA	99.95
GovPX, Inc	USA	99.95
ICAP United, Inc	USA	99.95
ICAP Electronic Broking LLC	USA	99.95
** ICAP Securities USA LLC	USA	99.95
ICAP Capital Markets LLC	USA	99.95
ICAP Corporates LLC	USA	99.95
Intercapital Securities LLC	USA	99.95
ICAP Information Services LLC	USA	99.95
First Brokers Securities LLC	USA	99.95
EBS Dealing Resources Inc	USA	99.95
ICAP Energy LLC	USA	99.95
** ICAP Energy AS	Norway	99.95
Harlows LLC	USA	99.95
Wrightson ICAP LLC	USA	99.95

ICAP AMERICA INVESTMENTS LIMITED
Notes to the financial statements for the year ended 31 March 2007 (continued)

11. INVESTMENT IN SUBSIDIARY UNDERTAKINGS (continued)

The percentage held represents the percentage of issued share capital held (all classes)

* Except where marked with an asterisk, the above subsidiary undertakings are owned indirectly

** ICAP Securities USA LLC also operates in England & Wales ICAP Energy AS also operates in the Netherlands and Spain

12. DEBTORS

	<u>As at</u> <u>31/3/2007</u> US\$'000	<u>As at</u> <u>31/3/2006</u> US\$'000
Deferred consideration receivable	132,103	155,931
Amounts due from subsidiary companies	340,527	394,600
UK corporation tax	2,466	-
	<u>475,096</u>	<u>550,531</u>

Deferred consideration receivable includes US\$102.6m (2006 \$131.7m) falling due after more than one year

Amounts due from subsidiary undertakings are non-interest bearing and are payable on demand. All tax balances are group relieved.

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>As at</u> <u>31/3/2007</u> US\$'000	<u>As at</u> <u>31/3/2006</u> US\$'000
UK corporation tax	-	3,713
Amounts due to parent company	340,977	-
Amounts due to fellow subsidiary companies	23,945	14,609
	<u>364,922</u>	<u>18,322</u>

The amounts due are non-interest bearing and are payable on demand.

14. CALLED UP SHARE CAPITAL

	<u>As at</u> <u>31/3/2007</u> US\$'000	<u>As at</u> <u>31/3/2006</u> US\$'000
Authorised		
525,000,000 (2006 525,000,000) Ordinary shares of US\$1 each	<u>525,000</u>	<u>525,000</u>
Allotted and fully paid		
520,664,089 (2006 520,663,089) Ordinary shares of US\$1 each	<u>520,664</u>	<u>520,663</u>

During the year 1,000 ordinary shares were issued to acquire EBS No 4, Inc for \$77,119,877 from the parent company.

ICAP AMERICA INVESTMENTS LIMITED
Notes to the financial statements for the year ended 31 March 2007 (continued)

15. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	<u>Share capital</u> US\$'000	<u>Share premium</u> US\$'000	<u>Profit and loss account</u> US\$'000	<u>Total</u> US\$'000
As at 1 April 2006	520,663	-	150,439	671,102
Retained loss for the year	-	-	(40,246)	(40,246)
Issue of ordinary shares (note 14)	1	77,119	-	77,120
As at 31 March 2007	<u>520,664</u>	<u>77,119</u>	<u>110,193</u>	<u>707,976</u>

16. RELATED PARTY TRANSACTIONS

As more than 90% of the voting rights in the company are controlled by ICAP plc which publishes consolidated financial statements, no disclosure is required under FRS8 "Related Party Disclosures" of any transactions between the company and the other members, associates or joint ventures of the group of undertakings headed by ICAP plc

16. ULTIMATE PARENT UNDERTAKING

The immediate and ultimate parent undertaking is ICAP plc

ICAP plc heads the smallest and largest group of undertakings of which the company is a member that prepares consolidated financial statements. Copies of the consolidated financial statements of ICAP plc can be obtained from the Company Secretary, ICAP plc, 2 Broadgate, London, EC2M 7UR