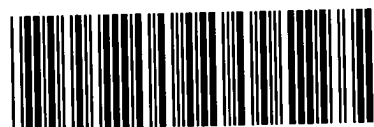


Company Number: 04668969

ICAP AMERICA INVESTMENTS LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED
31 DECEMBER 2017

WEDNESDAY



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ICAP AMERICA INVESTMENTS LIMITED

Strategic Report for the nine months ended 31 December 2017

The directors present their Report together with the audited financial statements of ICAP America Investments Limited (the “Company”) for the nine month period ended 31 December 2017.

On 20 October 2017, the Company changed its accounting reference date to 31 December to align with the TP ICAP plc group’s accounting period. As a result, the Company’s current accounting period is shortened to a nine month period ended 31 December 2017. The prior year comparison is for the year ending 31 March 2017.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The directors consider that the period end financial position was satisfactory and do not anticipate any changes to the principal activities.

RESULTS

The results of the Company are set out in the profit and loss account on page 7.

The loss for the financial period of £8,721,000 (31 March 2017: loss of £21,000) has been transferred to reserves.

The net assets of the Company are £183,367,000 (31 March 2017: £192,088,000).

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks which the Company faces in its day to day operations can broadly be categorised as credit, market, operational, liquidity, strategic and business risk.

Credit risk is the risk of financial loss to the Company in the event of non-performance by a client or counterparty with respect to its contractual obligations to the Company.

Market risk is the vulnerability of the Company to movements in the value of financial instruments and foreign currencies.

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people activities, systems or external events. Operational risk covers a wide and diverse range of risk types and the overall objective of the Company’s approach to operational risk management is not to attempt to avoid all potential risks but to proactively identify and assess risk and risk situations in order to manage them in an efficient and informed manner.

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. Cash and cash equivalent balances are held with the primary objective of capital security and availability, with a secondary objective of generating returns. Funding requirements and cash and equivalent exposures are monitored by the Group Finance and Operations departments.

Strategic and business risk is the risk that the Company’s ability to do business might be damaged as a result of its failure to adapt to changing market dynamics, customer requirements or the way OTC markets and their participants are regulated.

TP ICAP plc group (“the Group”) is preparing for the departure of the UK from the EU in March 2019. There are material implications for the Group and the wider financial markets of Brexit and significant differences between the so called ‘soft’ or ‘hard’ Brexit outcomes. In the future, it is likely that more client relationships will be managed from within the Eurozone, where the Group already has a network of offices in Paris, Frankfurt, Madrid and in other locations. The Group has a working group which is designing and implementing the changes required in order to be in a position to provide uninterrupted service to our clients after March 2019. These might encompass, inter alia, changes to the operating model, the corporate structure, the technology provision, the governance and processes and workflow.

Management in front office and support functions have the day-to-day responsibility for ensuring that the Company operates in accordance with the Enterprise Risk Management Framework which includes policies and procedures for these key risks. Further details of the Enterprise Risk Management Framework are outlined in the Group’s Annual Report, which does not form part of this report.

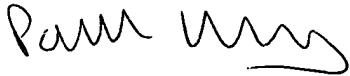
ICAP AMERICA INVESTMENTS LIMITED

Strategic Report for the nine months ended 31 December 2017 (continued)

KEY PERFORMANCE INDICATORS

The directors of TP ICAP plc manage the Group's operations on a regional basis. For this reason, the Company's directors believe that further analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The key performance indicators of TP ICAP plc, which includes the Company, are discussed in the Group's Annual Report, which does not form part of this report.

This strategic report has been approved by the board of directors and signed by order of the board:



P Ashley
Director

14 September 2018

ICAP AMERICA INVESTMENTS LIMITED

Directors' Report for the nine months ended 31 December 2017

Company Number: 04668969

PRINCIPAL ACTIVITIES

The Company is an investment holding company. It is anticipated that the Company will continue its present business activities next year.

The Company is incorporated in the United Kingdom and domiciled in England and Wales. The Company is a private Company and limited by shares. The registered office is Tower 42, Level 37, 25 Old Broad Street, London, England, EC2N 1HQ.

On 20 October 2017, the Company changed its accounting reference date to 31 December to align with the TP ICAP plc group's accounting period. As a result, the Company's current accounting period is shortened to a nine month period ended 31 December 2017. The prior year comparison is for the year ending 31 March 2017.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The business review and future developments of the Company are detailed in the Strategic Report on page 1.

PRINCIPAL RISKS AND UNCERTAINTIES

Details of principal risks and uncertainties can be found in the Strategic Report on page 1.

GOING CONCERN

The company has made a loss of £8,721,000 in the current year however this was due to a one off impairment charge that was booked in the year, thus the directors continue to adopt the going concern basis in preparing the financial statements. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Further details regarding the adoption of the going concern basis can be found in note 1, accounting policies, in the financial statements on page 10.

DIVIDENDS

No dividends were paid during the period / year (31 March 2017: £nil). No dividends have been proposed up to the date of signing.

DIRECTORS

The directors of the Company, who held office during the period and up to the date of signing the financial statements were:

D Casterton	
P Ashley	(appointed 5 March 2018)
D McClumpha	(resigned 2 March 2018)

DIRECTOR'S INDEMNITIES

The Company's ultimate parent, TP ICAP plc, has made qualifying third party indemnity provisions for the benefit of its directors which remain in force at the date of this report.

POLITICAL CONTRIBUTIONS

There were no political donations made by the Company during the period (31 March 2017: £nil).

DISABLED EMPLOYEES

Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

EMPLOYEE CONSULTATION

The Company is committed to attracting, retaining, developing and advancing the most qualified persons without regard to their race, ethnicity, religion or belief, gender, age, sexual orientation or disability. This commitment is underpinned by policies on equal opportunities, harassment and discrimination, to which all employees are required to adhere.

ICAP AMERICA INVESTMENTS LIMITED

Directors' Report for the nine months ended 31 December 2017

Company Number: 04668969

EMPLOYEE CONSULTATION (CONTINUATION)

In the event that an employee becomes disabled, the Group's policy is to make reasonable adjustments, including arranging training, to enable the employee to continue working for the Group.

The Company participates in the Group's policies and practices relating to current and prospective employees. These policies and practices are outlined in the Group's Annual Report which does not form part of this report.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the 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), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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 judgements and accounting estimates that are reasonable and prudent;
- 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.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

POST BALANCE SHEET EVENTS

There have been no other material post balance sheet events between the period end date and the date of signing this report which require separate disclosure.

INDEPENDENT AUDITOR

The Company's incumbent auditor, Deloitte LLP, have indicated their willingness to continue in office and are deemed reappointed in the next financial year.

PROVISION OF INFORMATION TO THE AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

This report has been approved by the board of directors and signed on behalf of the board:



P Ashley
Director

14 September 2018

ICAP AMERICA INVESTMENTS LIMITED

Independent Auditor's Report to the members of ICAP America Investments Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of ICAP America Investment Limited which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; 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, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

ICAP AMERICA INVESTMENTS LIMITED

Independent Auditor's Report to the members of ICAP America Investments Limited

Responsibilities of directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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 auditor's 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.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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 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.

We have nothing to report in respect of these matters



Adam Cichocki FCA (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

14 September 2018

ICAP AMERICA INVESTMENTS LIMITED
Profit and Loss Account for the nine months ended 31 December 2017

	<u>Note</u>	<u>Period ended</u> <u>31/12/2017</u> £'000	<u>Year ended</u> <u>31/03/2017</u> £'000
Administrative expenses		-	(11)
Impairment of investment in subsidiaries	7	(8,711)	-
Interest payable and similar charges	5	(12)	(15)
Loss on ordinary activities before taxation	3	<u>(8,723)</u>	<u>(26)</u>
Tax credit	6	2	5
Total comprehensive loss for the financial period / year		<u><u>(8,721)</u></u>	<u><u>(21)</u></u>

The loss of the Company for the period/year is derived from continuing operations.

There were no items of comprehensive income in the current period or prior year other than the loss for the period / year and, accordingly, no statement of comprehensive income is presented.

The notes on pages 10 to 14 are an integral part of these financial statements.

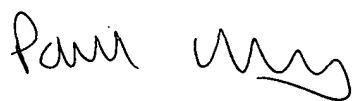
ICAP AMERICA INVESTMENTS LIMITED
Balance Sheet as at 31 December 2017

Company Number: 04668969

	<u>Note</u>	<u>As at</u> <u>31/12/2017</u> £'000	<u>As at</u> <u>31/03/2017</u> £'000
Non-current assets			
Investments in subsidiaries	7	188,087	196,798
		<u>188,087</u>	<u>196,798</u>
Current assets			
Tax receivable		7	5
		<u>7</u>	<u>5</u>
Total assets		<u>188,094</u>	<u>196,803</u>
Current liabilities			
Creditors: amounts falling due within one year	8	(4,727)	(4,715)
		<u>(4,727)</u>	<u>(4,715)</u>
Total liabilities		<u>(4,727)</u>	<u>(4,715)</u>
Net assets		<u>183,367</u>	<u>192,088</u>
Equity			
Share capital	9	-	1
Share premium		-	11,102
Retained earnings		183,367	158,377
Other reserves		-	22,608
		<u>183,367</u>	<u>192,088</u>

The notes on pages 10 to 14 are an integral part of these financial statements.

The financial statements on pages 7 to 14 were approved by the Board of directors on 14 September 2018 and were signed on its behalf by:



P Ashley
Director

ICAP AMERICA INVESTMENTS LIMITED

Statement of Changes in Equity for the nine months ended 31 December 2017

	<u>Share capital (note 9)</u> £'000	<u>Share premium</u> £'000	<u>Other reserves</u> £'000	<u>Retained earnings</u> £'000	<u>Total equity</u> £'000
As at 1 April 2016	1	11,102	22,608	158,398	192,109
Loss for the financial year	-	-	-	(21)	(21)
As at 31 March 2017	<u>1</u>	<u>11,102</u>	<u>22,608</u>	<u>158,377</u>	<u>192,088</u>
Loss for the nine month period	-	-	-	(8,721)	(8,721)
Share capital reduction	(1)	(33,710)	-	33,711	-
Share capital issued	-	22,608	(22,608)	-	-
As at 31 December 2017	<u>-</u>	<u>-</u>	<u>-</u>	<u>183,367</u>	<u>183,367</u>

The notes on pages 10 to 14 are an integral part of these financial statements.

Share capital

The balance classified as share capital includes the nominal value of the proceeds on issue of the Company's share capital, comprising \$1 ordinary shares.

Share premium account

The share premium reserve includes the value of the proceeds above nominal on issue of the Company's share capital, comprising \$1 ordinary shares. During the period, the Company reduced its share capital and share premium by £33,711,000.

Other reserves

During the year ICAP America Investments Ltd capitalised its other reserves by issuing one bonus share to its existing shareholder, ICAP Global Broking Holdings Ltd. the Bonus share was issued at total consideration of £22,608,000.

ICAP AMERICA INVESTMENTS LIMITED

Notes to the financial statements for the nine months ended 31 December 2017

1. GENERAL INFORMATION AND PRINCIPAL ACCOUNTING POLICIES

General information

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006 (the Act) as applicable to companies using FRS 101 and under the historic cost convention. FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted International Financial Reporting Standards ('IFRS'). The accounting policies have been applied consistently, other than where new policies have been adopted. The financial statements are prepared in pound sterling which is the functional currency of the Company.

The Company is a qualifying entity for the purposes of FRS 101. Note 11 gives details of the Company's parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The following disclosure exemptions have been adopted:

- financial risk management note;
- cash flow statements;
- process for managing capital;
- key management compensation;
- related party transactions between wholly owned group companies; and
- the expected impact of future accounting standards not yet effective.

The financial statements have been prepared on a going concern basis. The Company has exercised its entitlement not to produce consolidated financial statements since consolidated financial statements have been prepared by its ultimate parent company, TP ICAP plc.

Principal accounting policies

a) Tax

Tax on the profit for the period comprises current tax as well as adjustments in respect of prior years. Tax is charged or credited to the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the current tax is also dealt with in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted, or substantially enacted by the balance sheet date.

Calculations of current tax liability have been based on ongoing discussions with the relevant tax authorities, management's assessment of legal and professional advice, case law and other relevant guidance. Where the expected tax outcome of these matters is different from the amounts that were recorded initially, such differences will impact the current and deferred tax amounts in the year in which a reassessment of the liability is made.

b) Foreign currencies

Transactions denominated in foreign currencies are translated into the functional currency at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Exchange differences are taken to the profit and loss account. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

c) Interest receivable and similar income

Interest income is recognised using the effective interest method.

ICAP AMERICA INVESTMENTS LIMITED

Notes to the financial statements for the nine months ended 31 December 2017 (continued)

1. GENERAL INFORMATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Principal accounting policies (continued)

d) Income from investments in subsidiaries

Income from investments in subsidiaries is dividend income and is recognised as revenue when the right to receive payment is established.

e) Investments in subsidiaries

Investments in subsidiaries comprise equity shareholdings. These investments are recorded at historical cost less provision for any impairment in their values.

A subsidiary is an entity over which the Company has control. Control exists where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

f) Cash and cash equivalents

Cash and cash equivalents comprise of demand deposits.

g) Debtors

Debtors are recognised at cost less provision for impairment.

h) Intercompany balances

Intercompany balances are shown in accordance with the netting agreement, which allows netting of bilateral intercompany balances within entities that are party to the netting agreement.

i) 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.

j) Share capital

Ordinary shares are classified as equity. Dividends are recognised as deductions from the profit and loss account in the period in which they are declared.

k) New standards, amendments and interpretations

No new standards, amendments or interpretations, effective for the first time for the financial year beginning on or after 1 April 2017 have had a material impact on the Company.

2. KEY ACCOUNTING JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The Company makes various judgements in applying its accounting policies and various assumptions and estimates, including about the future, when determining the carrying value of certain assets and liabilities.

As at 31 December 2017 the only such estimates are related to the impairment review of investment in group undertakings (note 7). When considering the investments value in use, net asset values as well as cash flow projections which extend forward to a terminal value and take account of the approved budget for the coming year have been used. The Company applies a suitable discount factor to the future cash flows based on its weighted average cost of capital at 10.5% (31 March 2017: 10.1%). Growth rates are conservatively applied and do not exceed the expected growth in the local economy after the fifth year.

None of the judgements used give rise to a significant risk of causing material adjustment to the carrying amounts of assets and liabilities in the next financial year.

ICAP AMERICA INVESTMENTS LIMITED

Notes to the financial statements for the nine months ended 31 December 2017 (continued)

3. OPERATING LOSS

During the year, the Company had no employees (31 March 2017: nil). The Company's auditor's remuneration in respect of statutory audit in the UK of £5,000 (31 March 2017: £5,500) has been borne by other related companies.

Administrative expenses mainly relate to allocation fees.

4. DIRECTORS' REMUNERATION

No fees were paid to the directors in respect of services to the Company during the year (31 March 2017: £nil).

5. INTEREST PAYABLE AND SIMILAR CHARGES

	<u>Period ended</u> <u>31/12/2017</u> £'000	<u>Year ended</u> <u>31/03/2017</u> £'000
Interest expense on loans from related companies	12	15
	<u>12</u>	<u>15</u>

6. TAX CREDIT

	<u>Period ended</u> <u>31/12/2017</u> £'000	<u>Year ended</u> <u>31/03/2017</u> £'000
a) Analysis of tax credit for the period / year		
Current taxation:		
UK Corporation tax	(2)	(5)
	<u>(2)</u>	<u>(5)</u>
b) Factors affecting the tax credit for the period / year		
Operating loss	<u>(8,723)</u>	<u>(26)</u>
Tax calculated at tax rate of 19% (31 March 2017: 20%)	(1,657)	(5)
Effects of :		
- Non-deductible impairment of investment	1,655	-
Tax credit for the period / year	<u>(2)</u>	<u>(5)</u>
Effective tax rate	0.02%	20%

In the UK, legislation to reduce the corporation tax rate to 19% from 1 April 2017 and to 17% from 1 April 2020 has been enacted. UK deferred tax will therefore unwind at a rate of 19% for periods from 1 April 2017 to 31 March 2020 and at a rate of 17% thereafter.

ICAP AMERICA INVESTMENTS LIMITED

Notes to the financial statements for the nine months ended 31 December 2017 (continued)

7. INVESTMENTS IN SUBSIDIARIES

	<u>As at</u> <u>31/12/2017</u> £'000	<u>As at</u> <u>31/03/2017</u> £'000
As at beginning of the period / year	196,798	196,798
Impairment of investment	(8,711)	-
As at end of the period / year	<u>188,087</u>	<u>196,798</u>

During the period, the Company impaired its investment in Garban-Intercapital (2001) Ltd by £8,711,000

At 31 December 2017, the Company's subsidiary company was as follows:

Name	Country of incorporation and operation	% Held
Garban-Intercapital (2001) Limited	England and Wales	100

A full list of the Company's direct and indirect subsidiaries and undertakings, the country of incorporation and operation and the Company's effective percentage of equity owned is set out in the Appendix 1 on page 15.

8. CREDITORS

	<u>As at</u> <u>31/12/2017</u> £'000	<u>As at</u> <u>31/03/2017</u> £'000
Amounts falling due within one year		
Amounts owed to related companies	3,218	3,218
Amounts owed to immediate parent company	1,045	1,045
Loans owed to related companies	464	452
	<u>4,727</u>	<u>4,715</u>

Loans owed to related companies consist of a revolving credit facility loan of £464,000 (2016: £452,000) from ICAP Holdings Limited.

9. SHARE CAPITAL

	<u>As at</u> <u>31/12/2017</u> \$	<u>As at</u> <u>31/03/2017</u> \$
Allotted and fully paid:		
1 Ordinary shares of US\$1 each (31 March 2017: 1001 at US\$1 each)	<u>1</u>	<u>1,001</u>
	<u>1</u>	<u>1,001</u>

During the year the Company's issued share capital was reduced by \$1,001 from \$1,002 comprising 1,002 ordinary shares of \$1.00 each to \$1.00, comprising 1 ordinary share of \$1.00, by cancelling and extinguishing 1,001 of such issued ordinary shares of \$1.00 each.

ICAP AMERICA INVESTMENTS LIMITED

Notes to the financial statements for the nine months ended 31 December 2017 (continued)

10. POST BALANCE SHEET EVENTS

There have been no other post balance sheet events between the period end date and the date of signing this report which require separate disclosure.

11. IMMEDIATE AND ULTIMATE PARENT COMPANY

The Company's immediate parent is ICAP Global Broking Holdings Limited, which does not prepare consolidated financial statements.

The Company's ultimate parent is TP ICAP plc, which is incorporated in the United Kingdom and registered in England and Wales. The parent undertaking of the smallest and the largest group which includes the Company for which group financial statements are prepared is TP ICAP plc. TP ICAP plc prepares consolidated financial statements in accordance with IFRS. Copies of TP ICAP plc financial statements are available from the registered office: Tower 42, Level 37, 25 Old Broad Street, London EC2N 1HQ.

ICAP AMERICA INVESTMENTS LIMITED

Appendix 1

Direct and indirect subsidiaries and undertakings

At 31 December 2017, the following companies were the Company's subsidiary undertakings and associates.

Name	Country of incorporation and operation	% Held
Garban-Intercapital (2001) Limited	England and Wales	100

Name	Country of incorporation and operation	% Indirectly Held
Garban-Intercapital US Investments (Holdings) Limited	England and Wales	100
Garban-Intercapital US Investments (No 1) Limited	England and Wales	100
ICAP US Holdings No 1 Limited	Gibraltar & UK Branch	100
ICAP US Holdings No 2 Limited	Gibraltar, UK Branch & Luxembourg Branch	100
ICAP Luxembourg Holdings (No. 1) S.A.R.L	Luxembourg	100
ICAP Luxembourg Holdings (No. 2) S.A.R.L	Luxembourg	100
ICAP UK Investments No. 1	England and Wales	100
ICAP Securities (No. 1) B.V.	Netherlands	100
ICAP Energy AS	Norway	100
ICAP UK Investments No. 2	England and Wales	100
ICAP Securities (No. 2) B.V.	Netherlands	100