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ANNUAL REPORT & ACCOUNTS 2007/08

MONEYCORP MARKETS LIMITED

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COMPANIES HOUSE

AUDITORS

PricewaterhouseCoopers LLP
1 Embankment Place
London WC2N 6RH

BANKERS

HSBC Bank plc
West End Corporate Banking Centre
70 Pall Mall
London
SW1Y 5EZ

TRADING NAME

Moneycorp Markets

REGISTERED OFFICE

2 Sloane Street
Knightsbridge
London SW1X 9LA

**COMPANY
REGISTRATION NUMBER**

5774742

DATE OF INCORPORATION

7 April 2006

COMPANY SECRETARY

M P Weinberg

HEAD OFFICE

2 Sloane Street
Knightsbridge
London SW1X 9LA



Moneycorp Markets Limited is certified to
ISO 9000 Quality Assurance

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3 | Directors' report
FOR THE YEAR ENDED 31 AUGUST 2008

The Directors present their report and the audited financial statements of the Company for the year ended 31 August 2008.

PRINCIPAL ACTIVITIES

The principal activity of the Company is the provision of online trading services across a range of financial products, including FX, CFDs, futures and shares.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The Directors consider the financial position of the Company to be satisfactory. Business development activities and new products introduced over the year contributed to income growth, with further products planned for the coming year. The Directors expect the Company's financial performance to show a significant improvement in the coming year as it progresses from its start-up phase.

RISKS AND UNCERTAINTIES

The Company is reliant upon the financial support of its parent company. The parent company is satisfied with the progress of the Company, is fully supportive of its plans for the foreseeable future and is committed to the ongoing provision of support.

The Directors believe there is a high level of both demand and liquidity for its services. It has a focused strategy to acquire clients and its success depends upon that strategy being pursued by capable management as well as external factors. The Company strengthened both its management team and Board during the year. The Company is authorised and regulated by the Financial Services Authority and does not consider current or known future regulation to be financially or operationally onerous.

RESULTS AND DIVIDENDS

The profit and loss account for the year is set out on page 6. The Directors do not recommend the payment of a dividend (2007: £nil).

DIRECTORS

The Directors listed below have served the Company during the year and up to the date of this report:

B Shlewet

M P Weinberg

K N Hatton

N Medici (Appointed 20th March 2008)

E Warner (Appointed 3rd July 2008)

P Shepherd (Appointed 28th August 2008)

KEY PERFORMANCE INDICATORS

At this stage in the Company's development, expenditure is regarded as in keeping with an enterprise of this nature.

CHARITIES AND DONATIONS

No donations were made for charitable or political purposes during the year (2007: £nil).

DISCLOSURE TO AUDITORS

So far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware. The Directors have taken all the 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 the information.

STATEMENT OF DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of its profit or loss for that period. In preparing those financial statements the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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 confirm that they have complied with the above requirements 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 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 for taking all reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

A resolution to reappoint PricewaterhouseCoopers LLP will be proposed.

BY ORDER OF THE BOARD



K N Hatton
Director

5 | Independent Auditors' report
To the members of Moneycorp Markets Limited

We have audited the financial statements of Moneycorp Markets Limited for the year ended 31 August 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Company's Directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as described in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). 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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 August 2008 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

28 Nov 2008

6 Profit and loss account
FOR THE YEAR ENDED 31 AUGUST 2008

	Notes	31 Aug 2008 £	13 months to 31 Aug 2007 £
TURNOVER	2	295,569	2,556
Administrative expenses		(1,356,477)	(670,034)
OPERATING LOSS	3	(1,060,908)	(667,478)
Interest receivable and similar income	6	129,097	44,381
Interest payable and similar charges	6	(62,012)	-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(993,823)	(623,097)
Taxation on loss on ordinary activities	7	290,196	186,929
LOSS FOR THE YEAR/PERIOD		(703,627)	(436,168)

All results relate to continuing operations.

The Company has no recognised gains and losses for the year other than the loss above and therefore no separate statement of recognised gains and losses has been presented.

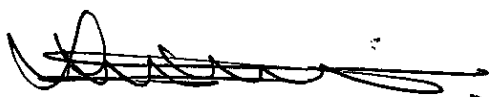
There is no difference between the loss on ordinary activities before taxation and the retained loss for the year stated above and their historical cost equivalents.

7 | Balance sheet
AS AT 31 AUGUST 2008

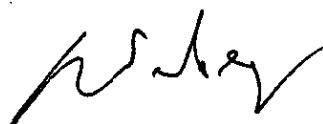
	Notes	2008 £	2008 £	2007 £	2007 £
FIXED ASSETS					
Tangible assets	9		15,710		13,881
CURRENT ASSETS					
Debtors	10	809,920		218,229	
Cash at bank and in hand	11	2,340,449		530,170	
		3,150,369		748,399	
CREDITORS					
Amounts falling due within one year	12	(2,355,874)		(248,448)	
NET CURRENT ASSETS					
			794,495		499,951
NET ASSETS					
			810,205		513,832
CAPITAL AND RESERVES					
Called up share capital	13		1,950,000		950,000
Profit and loss account	14		(1,139,795)		(436,168)
EQUITY SHAREHOLDERS' FUNDS					
	15		810,205		513,832

Approved by the Board on 28 November 2008 and signed on its behalf by:

DIRECTORS



K N Hatton



M P Weinberg

1 PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared on a going concern basis and under the historical cost convention in accordance with Accounting Standards applicable in the United Kingdom and with the Companies Act 1985. A summary of the accounting policies of the Company, which have been applied consistently, is set out below:

a) TANGIBLE FIXED ASSETS

The cost of tangible fixed assets is their purchase cost together with any incidental expenses of acquisition.

Depreciation is calculated so as to write off the cost of fixed assets over the expected useful economic lives of the assets concerned. The principal annual rates and bases used for this purpose are:

Fixtures and fittings	– 15% straight line
Computer systems	– 25% straight line

b) FOREIGN CURRENCIES

Trading transactions denominated in foreign currencies are translated into sterling at the exchange rate ruling when the transaction took place. Monetary assets and other liabilities denominated in foreign currencies are translated into sterling at the exchange rate ruling at the balance sheet date. Exchange gains or losses are included in arriving at the operating profit. The gross asset and liability relating to foreign currency exchange contracts are reported in the balance sheet under debtors and creditors respectively.

c) TURNOVER

Turnover, which excludes Value Added Tax, represents the gross value of income received.

d) DEFERRED TAXATION

Deferred tax 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 results and its results as stated in the financial statements. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

9 | Notes to the financial statements
FOR THE YEAR ENDED 31 AUGUST 2008

2 **TURNOVER**

Turnover consists of sales made in the United Kingdom.

3 **OPERATING LOSS**

Operating loss is stated after charging:

	31 Aug 2008	13 months to 31 Aug 2007
	£	£
Services provided by the Company's auditors		
– Fees payable for the audit	6,000	3,000
– Fees payable for tax services	-	15,000
Depreciation of tangible fixed assets (note 9)	4,555	1,337

4 **DIRECTORS' EMOLUMENTS**

	31 Aug 2008	13 months to 31 Aug 2007
	£	£
Aggregate emoluments (including benefits) for management services and services as Directors	5,205	-

One Director accrued benefits under money purchase schemes (2007: none).

Amounts paid in respect of the highest paid Director are as follows:

Aggregate emoluments (including benefits)	3,955	-
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The emoluments of B Shlewet, M P Weinberg, K N Hatton and N Medici were paid by the parent company which makes no recharge to the Company. B Shlewet, M P Weinberg, K N Hatton and N Medici are also Directors of the parent company. Accordingly, the above details include no emoluments in respect of these Directors, whose emoluments are disclosed in the financial statements of TTT Moneycorp Limited.

5 EMPLOYEE INFORMATION

	2008	2007
a) The average number of persons employed by the Company (including directors) during the period is analysed below:		
Management and administration	1	1
Operations	16	8
	17	9

	31 Aug 2008 £	13 months to 31 Aug 2007 £
b) Employment costs		
Aggregate gross wages and salaries	643,136	286,911
Social security costs	68,969	30,852
	712,105	317,763

6 INTEREST PAYABLE AND RECEIVABLE

	31 Aug 2008 £	13 months to 31 Aug 2007 £
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Interest receivable and similar income consists of:

Bank interest	129,097	44,381
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Interest payable and similar charges consists of:

Other interest payable	62,012	-
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11 | Notes to the financial statements
FOR THE YEAR ENDED 31 AUGUST 2008

7 TAXATION ON LOSS ON ORDINARY ACTIVITIES

a) ANALYSIS OF CREDIT IN PERIOD

	31 Aug 2008 £	13 months to 31 Aug 2007 £
Current tax:		
UK corporation tax for the period at 29.2%*	(290,196)	(186,929)

b) FACTORS AFFECTING TAX CREDIT FOR PERIOD

	31 Aug 2008 £	13 months to 31 Aug 2007 £
The tax assessed for the period is higher than the standard rate of corporation tax in the UK (29.2%*). The differences are explained below:		
Loss on ordinary activities before tax	(993,823)	(623,097)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 29.2%* (2007: 30%)	(290,196)	(186,929)
Effects of:		
Expenses not deductible for tax purposes	-	-
Accelerated capital allowances	-	-
Other timing differences	-	-
Adjustments to tax charge in respect of previous periods	-	-
Group relief surrendered	-	-
Current tax credit for period (note 7(a))	(290,196)	(186,929)

* Due to the change of the corporation tax rate on 1 April 2008 from 30% to 28%, an average rate of 29.2% was used for the year.

8 DIVIDENDS

No dividends were paid or proposed during the period (2007: £nil).

9 TANGIBLE ASSETS

	Fixtures and fittings £	Computer equipment £	Total £
COST			
At 1 September 2007	3,799	11,419	15,218
Additions	1,592	4,792	6,384
At 31 August 2008	5,391	16,211	21,602
ACCUMULATED DEPRECIATION			
At 1 September 2007	292	1,045	1,337
Charge for the year	876	3,679	4,555
At 31 August 2008	1,168	4,724	5,892
NET BOOK AMOUNT			
At 31 August 2007	3,507	10,374	13,881
At 31 August 2008	4,223	11,487	15,710

13 | Notes to the financial statements
FOR THE YEAR ENDED 31 AUGUST 2008

10 DEBTORS

	2008	2007
	£	£
Trade debtors	584,601	-
Amounts owed by parent undertakings	190,268	186,929
Other debtors	-	16,985
Prepayments and accrued income	35,051	14,315
	809,920	218,229

Amounts owed by parent undertakings are unsecured, interest free and repayable on demand.

11 CASH AT BANK AND IN HAND

At 31 August 2008, cash balances with banks included £1,687,758 of customer deposits (2007: £80,786).

The corresponding liability is included within trade creditors (Note 12).

12 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2008	2007
	£	£
Trade creditors	2,173,622	84,696
Amounts owed to parent undertakings	62,177	78,581
Taxation and social security costs (see below)	26,058	23,438
Accruals	94,017	61,733
	2,355,874	248,448

Amounts owed to parent undertakings are unsecured, interest free and repayable on demand.

Taxation and social security costs are made up as follows:

	2008	2007
	£	£
PAYE and social security costs	26,058	23,438

14 | Notes to the financial statements
FOR THE YEAR ENDED 31 AUGUST 2008

13 CALLED UP SHARE CAPITAL

	2008	2007
Ordinary shares of £1 each		
Authorised - value	£1,000,000	£1,000,000
Authorised - number	1,000,000	1,000,000
Allotted, called up and fully paid - value	£750,000	£250,000
Allotted, called up and fully paid - number	750,000	250,000
Non-cumulative Preference shares of £1 each		
Authorised - value	£1,200,000	£700,000
Authorised - number	1,200,000	700,000
Allotted, called up and fully paid - value	£1,200,000	£700,000
Allotted, called up and fully paid - number	1,200,000	700,000

On 8 October 2007 the Company issued 500,000 ordinary shares at an aggregate nominal value of £500,000 at par.
On 20 June 2008 the Company issued 500,000 non-cumulative preference shares at an aggregate nominal value of £500,000 at par.

14 PROFIT AND LOSS ACCOUNT

	31 Aug 2008 £	13 months to 31 Aug 2007 £
At 1 September 2007	(436,168)	-
Loss for the year	(703,627)	(436,168)
At 31 August 2008	(1,139,795)	(436,168)

15 RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

	31 Aug 2008 £	13 months to 31 Aug 2007 £
Loss on ordinary activities after taxation	(703,627)	(436,168)
Shares issued	1,000,000	-
Net additions to shareholders' funds	296,373	(436,168)
Opening shareholders' funds	513,832	950,000
Closing shareholders' funds	810,205	513,832

16 CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS

The Company has no contingent liabilities or financial commitments as at the reporting date.

17 RELATED PARTIES AND CASH FLOW STATEMENT

The Company is a wholly-owned subsidiary of TTT Moneycorp Limited, which is, in turn, a wholly-owned subsidiary of Regent Acquisitions (Holdings) Limited. The results of the Company are included in the consolidated financial statements of TTT Moneycorp Limited. Consequently the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1. The Company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Regent Acquisitions (Holdings) Limited group or investees of the Regent Acquisitions (Holdings) Limited group.

18 PARENT AND ULTIMATE HOLDING COMPANY

The Directors consider that the immediate controlling party is TTT Moneycorp Limited (100% effective holding), registered and incorporated in Great Britain, the Company's immediate parent undertaking. TTT Moneycorp Limited produces group accounts which may be obtained from 2 Sloane Street, London, SW1X 9LA. The Directors consider that the Company's ultimate controlling party is Regent Acquisitions (Holdings) Limited, a company incorporated and registered in Jersey.

For attention of Firms Contact Centre

**INDEPENDENT AUDITORS' REPORT TO THE FINANCIAL SERVICES
AUTHORITY IN RESPECT OF MONEYP CORP MARKET LIMITED,
FSA REFERENCE 452443 , FOR THE YEAR ENDED 31 AUGUST 2008**

1. We report in accordance with SUP 3.10.4 on the matters set out below in respect of Moneycorp Market Limited ('the firm').
2. We have carried out such procedures as we considered necessary for the purposes of this report having regard to Practice Note 21 'The audit of investment businesses in the United Kingdom (Revised)' issued by the Auditing Practices Board.
3. Systems and control procedures relating to client money are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected. Such procedures cannot be proof against fraudulent collusion, especially on the part of those holding positions of authority or trust. Furthermore, this opinion relates only to the year ended 31 August 2008 and should not be seen as providing assurance on any future position, as changes to systems and control procedures may occur.
4. In our opinion:
 - a) the firm maintained systems adequate to enable it to comply with the client money rules throughout the year; and
 - b) the firm was in compliance with the client money rules as at 31 August 2008.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

28 November 2008

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