

Company Number: 06173794

**ICAP SHIPPING INTERNATIONAL LIMITED
(FORMERLY ICAP HYDE INTERNATIONAL LIMITED)
FINANCIAL STATEMENTS**

FOR THE YEAR ENDED

31 MARCH 2009



ICAP SHIPPING INTERNATIONAL LIMITED

Directors' Report for the year ended 31 March 2009

The directors present their report and the audited financial statements of the company for the year ended 31 March 2009

PRINCIPAL ACTIVITY

The company is an investment holding company and it is not anticipated that the company's activities will change in the foreseeable future

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The directors consider that the year end financial position was satisfactory and do not anticipate any changes to the principal activities in the foreseeable future. The company continues to have the support of its parent company ICAP Holdings Limited

RESULTS AND DIVIDENDS

The results of the company are set out in the income statement on page 4

Dividends of £Nil (2008 £Nil) were paid during the year. The loss for the year of £18,518,000 (2008 £1,074,000 loss) has been transferred to reserves

FINANCIAL RISK MANAGEMENT

The company's risk profile and financial risk management policies are disclosed in note 2 to the financial statements

KEY PERFORMANCE INDICATORS

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

DIRECTORS AND DIRECTORS' INTERESTS

The directors of the company, who held office during the year, were

C Parsbo	
E G Clark	
G Macdonald	- Resigned 18 June 2008
I Torrens	- Resigned 3 February 2009
J Juncher	
M Spencer	
P Newman	
S Harrison	

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

The directors are responsible for preparing financial statements for each financial year which give a true and fair view, in accordance with IFRSs as adopted by the European Union, of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether the financial statements comply with IFRSs as adopted by the European Union, 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

ICAP SHIPPING INTERNATIONAL LIMITED

Directors' Report for the year ended 31 March 2009

The directors are responsible for keeping proper accounting records that 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 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.

The directors are satisfied that the company has adequate resources to continue to operate for the foreseeable future and confirm that the company is a going concern.

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 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.

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.

By Order of the Board



T A Cavanagh

Secretary



24 February 2010

ICAP SHIPPING INTERNATIONAL LIMITED

Independent Auditors' Report to the members of ICAP Shipping International Limited

We have audited the financial statements of ICAP Shipping International Limited for the year ended 31 March 2009 which comprise the Income Statement, the Statement of Recognised Income and Expenses, the Balance Sheet, the Cash Flow Statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union are set out 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 whether the financial statements have been properly prepared in accordance with the Companies Act 1985. We report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also 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 IFRSs as adopted by the European Union, of the state of the company's affairs as at 31 March 2009 and of its loss and cash flows 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

27 February 2010

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ICAP SHIPPING INTERNATIONAL LIMITED
Income Statement for the year ended 31 March 2009

	<u>Note</u>	<u>Year ended 31/3/2009</u> £'000	<u>Period ended 31/3/2008</u> £'000
Revenue		-	-
Administrative expenses	4	(139)	(76)
Other operating expenses		(121)	-
Operating loss		<u>(260)</u>	<u>(76)</u>
Impairment of Investment	5	(16,790)	-
Finance income	7	1	6
Finance costs	8	(2,145)	(1,464)
Loss before taxation		<u>(19,194)</u>	<u>(1,534)</u>
Taxation	9	676	460
Loss for the year		<u><u>(18,518)</u></u>	<u><u>(1,074)</u></u>

ICAP SHIPPING INTERNATIONAL LIMITED

Statement of Recognised Income and Expenses for the year ended 31 March 2009

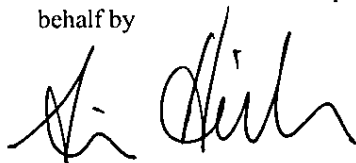
	<u>Year</u> <u>ended</u> <u>31/3/2009</u> £'000	<u>Period</u> <u>ended</u> <u>31/3/2008</u> £'000
Loss for the year	(18,518)	(1,074)
Total recognised income and expense for the year	<u><u>(18,518)</u></u>	<u><u>(1,074)</u></u>

ICAP SHIPPING INTERNATIONAL LIMITED

Balance Sheet as at 31 March 2009

	Note	As at 31/3/2009 £'000	As at 31/3/2008 £'000
Non-current assets			
Investments in subsidiary undertakings	10	43,846	58,423
		<u>43,846</u>	<u>58,423</u>
Current assets			
Trade and other receivables	11	40	113
Corporation tax		1,136	460
Cash and cash equivalents	12	1	47
		<u>1,177</u>	<u>620</u>
Total assets		<u>45,023</u>	<u>59,043</u>
Current liabilities			
Trade and other payables	13	(55,365)	(50,867)
		<u>(55,365)</u>	<u>(50,867)</u>
Non-current liabilities			
Subordinated loans	14	(9,000)	(9,000)
		<u>(9,000)</u>	<u>(9,000)</u>
Total liabilities		<u>(64,365)</u>	<u>(59,867)</u>
Net liabilities		<u>(19,342)</u>	<u>(824)</u>
Equity			
Called up share capital	15	250	250
Retained losses	16	(19,592)	(1,074)
Total equity	16	<u>(19,342)</u>	<u>(824)</u>

The financial statements on pages 4 to 19 were approved by the board of directors on 24 February 2010 and were signed on its behalf by



S Harrison
Director

ICAP SHIPPING INTERNATIONAL LIMITED
Cash Flow Statement for the year ended 31 March 2009

	<u>Note</u>	<u>Year ended</u> <u>31/3/2009</u> £'000	<u>Period ended</u> <u>31/3/2008</u> £'000
Cash flows from operating activities			
Loss before taxation		(19,194)	(1,534)
Adjustments for			
Net finance cost		2,144	1,458
Impairment of investment		16,790	-
Operating cash flows before movements in working capital		<u>(260)</u>	<u>(76)</u>
Decrease/(Increase) in trade and other receivables		73	(113)
Increase in trade and other payables		4,498	59,784
Net cash generated from operating activities		<u>4,571</u>	<u>59,595</u>
Cash flows from investing activities			
Interest income		1	6
Shares in subsidiary undertakings		(2,213)	-
Purchase of other investment		-	(58,423)
Net cash used in investing activities		<u>(2,212)</u>	<u>(58,417)</u>
Cash flows from financing activities			
Interest paid		(2,145)	(1,464)
Proceeds from issue of ordinary shares		-	333
Net cash used in financing activities		<u>(2,145)</u>	<u>(1,131)</u>
Net (decrease) / increase in cash and cash equivalents		(46)	47
Net cash and cash equivalents at beginning of year	12	47	-
Net cash and cash equivalents at end of year	12	<u>1</u>	<u>47</u>

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

1. PRINCIPAL ACCOUNTING POLICIES

a) Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the EU, the Companies Act 1985 and under the historical cost convention as modified by the revaluation of certain financial instruments

b) Taxation

Tax on the profit for the year comprises both current and deferred tax as well as adjustments in respect of prior periods. Tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

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

Deferred tax is recognised in respect of all temporary differences between the carrying value of assets and liabilities for reporting purposes and the amounts charged or credited for tax purposes. Deferred tax is calculated at the rate of tax expected to apply when the liability is settled or the asset is realised. A deferred tax asset is only recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax liabilities are offset against deferred tax assets within the same taxable entity or qualifying local tax group where there is both the legal right and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

c) 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 income statement, except for exchange differences arising on non-monetary assets and liabilities where the changes in fair value are taken directly to reserves. 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.

d) Trade receivables

Trade receivables are recognised at fair value less provision for impairment.

e) Debt provisioning

Provisions are made for specific debts when it is considered that the creditworthiness of the debtor has deteriorated such that the recovery of all or part of a debt is in serious doubt.

A provision is made in respect of potential losses which are judged to be present in debtor balances at the balance sheet date, but which will not be identified as such until some time in the future. The level of provision is based upon the previous experience of such losses in the company and is reviewed on a periodic basis. The appropriateness of the provision is periodically assessed against any actual losses that have arisen. All provisions are recorded within administrative expenses in the income statement.

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

f) Investments in subsidiary undertakings

Investments comprise equity shareholdings and other interests. These investments are recorded at historical cost less provision for any impairment in their values. Dividend income is recognised upon declaration and interest when receivable.

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.

g) Cash and cash equivalents

Cash equivalents include all investments readily convertible to a known amount of cash and subject to an insignificant risk of changes in value when it has a maturity of three months or less from the date of acquisition.

h) Share capital

Ordinary shares are classified as equity. Dividends are recognised as deductions from retained earnings in the period in which they are declared.

i) Impairment of assets

Investments are not amortised but are tested for impairment at least annually. The recoverable amount of a Cash Generating Unit (CGU) is determined based on value-in-use calculations. These calculations use cashflow projections which extend forward to a terminal value and which take account of the approved budget for the coming year. The Group applies a suitable discount factor to the future cash flows based on its weighted average costs of capital at 10% (2008: 8%). Growth rates are conservatively applied and do not exceed the expected growth in the local economy after the fifth year. Management applied a rate of 2% which is consistent with that of ICAP Group. Where the carrying value of an asset exceeds its value-in-use, an impairment charge is immediately recognised in the income statement, and the asset is impaired to its value-in-use. Impaired tangible assets are reviewed annually for reversal of any previous impairment.

2. FINANCIAL RISK MANAGEMENT

Financial risk factors

The company's activities expose it to a variety of financial risks, including liquidity, interest rate, currency and credit risk. The overall financial risk management framework, strategy and policies of the company are determined by the board of its ultimate parent company, ICAP plc (the "Group"). It does this through two board committees, the Group Risk and Finance Committees, and also by regional and market risk committees. The company does not manage its own financial risk framework.

Financial assets and liabilities

The company's financial assets are classified as loans and receivables.

	<u>As at</u> <u>31/3/2009</u> <u>£'000</u>	<u>As at</u> <u>31/3/2008</u> <u>£'000</u>
Financial assets		
Net trade receivables	40	113
Cash and cash equivalents	1	47
<i>Less</i>		
Prepayments	(39)	-
	<u>2</u>	<u>160</u>

None of the company's financial liabilities are held for trading.

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

2 FINANCIAL RISK MANAGEMENT (CONTINUED)

a) Market risk

Foreign exchange risk

The company is exposed to both transactional and translational fluctuations in the value of financial instruments due to exchange rate movements

Transactional exposure arises from administrative and other expenses and remittance of funds in currencies other than the company's functional currency (Sterling), principally United States dollars. Whilst it is the Group policy to hedge such foreign exchange exposures using derivative financial instruments at a Group level, the company remains exposed to these exposures. Derivative financial instruments may be held at the company level, as part of the group hedging solution.

Translational exposure arises on the conversion of the foreign currency denominated assets and liabilities into sterling. The Group hedges up to 100% of its translational exposure at a Group level, but the company is exposed to the impact of exchange rate movements.

It is estimated that a 10 cent increase in the exchange rates of the US dollar would have a favourable impact of £42,000 on the company's income statement and equity.

The table below summarises the company's exposure to concentrations of foreign currencies as at 31 March 2009

	<u>USD</u> £'000	<u>EUR</u> £'000	<u>GBP</u> £'000	<u>Total</u> £'000
Assets				
Trade and other receivables less prepayments	-	-	1	1
Cash and cash equivalents	-	-	1	1
	<u>-</u>	<u>-</u>	<u>2</u>	<u>2</u>
Liabilities				
Trade and other payables	(645)	-	(54,720)	(55,365)
	<u>(645)</u>	<u>-</u>	<u>(54,720)</u>	<u>(55,365)</u>
Net assets	<u>(645)</u>	<u>-</u>	<u>(54,718)</u>	<u>(55,363)</u>

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

The table below summarises the company's exposure to concentrations of foreign currencies as at 31 March 2008

	<u>USD</u> £'000	<u>EUR</u> £'000	<u>GBP</u> £'000	<u>Total</u> £'000
Assets				
Trade and other receivables	75	-	8	83
Cash and cash equivalents	-	-	47	47
	<u>75</u>	<u>-</u>	<u>55</u>	<u>130</u>
Liabilities				
Trade and other payables	-	-	(50,867)	(50,867)
	<u>-</u>	<u>-</u>	<u>(50,867)</u>	<u>(50,867)</u>
Net assets	<u>75</u>	<u>-</u>	<u>(50,812)</u>	<u>(50,737)</u>

Interest rate risk

The company's interest rate risk arises from cash and cash equivalents and subordinated loans where changes in market rates can have an adverse impact on cash flows and income streams. Interest rate risk is monitored at a Group level by the Treasury Committee. In terms of cash and other interest bearing investments, the company must comply with the Group Investment Policy. Limits are in place to restrict the amount that can be invested at one institution and all investments must be credit rated AA or above and be for less than 18 months, unless approved by the Treasury Committee.

The company estimates that an increase of 0.1% in interest rates would have an immaterial impact on the company's income statement and equity.

As at 31 March 2009 there were no instruments with a contracted maturity or re-pricing date in excess of 18 months (2008: none). The company's interest rate profile for the year ended 31 March 2009 was as follows:

	<u>Year Ended 31/3/2009</u>			<u>Total</u> £'000
	<u>None</u> £'000	<u>Fixed</u> £'000	<u>Variable</u> £'000	
Assets				
Trade and other receivables	1	-	-	1
Cash and cash equivalents	-	-	1	1
	<u>1</u>	<u>-</u>	<u>1</u>	<u>2</u>
Liabilities				
Trade and other payables	(55,365)	-	-	(55,365)
	<u>(55,365)</u>	<u>-</u>	<u>-</u>	<u>(55,365)</u>

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

As at 31 March 2008, the company's interest rate profile, using effective interest rates, was as follows

	<u>Period ended 31/3/2008</u>			<u>Total</u> £'000
	<u>None</u> £'000	<u>Fixed</u> £'000	<u>Variable</u> £'000	
Assets				
Trade and other receivables	113	-	-	113
Cash and cash equivalents	-	-	47	47
	<u>113</u>	<u>-</u>	<u>47</u>	<u>160</u>
Liabilities				
Trade and other payables	(50,867)	-	-	(50,867)
	<u>(50,867)</u>	<u>-</u>	<u>-</u>	<u>(50,867)</u>

The table below shows the effective annual interest rate for each category of financial instrument

	<u>Year ended 31/3/2009</u>		<u>Period ended 31/3/2008</u>	
	<u>Fixed</u> %	<u>Variable</u> %	<u>Fixed</u> %	<u>Variable</u> %
Assets				
Cash at bank	-	2.25	-	3.41

Price risk

The company has no exposure to price risk since its investments are unlisted and no fair value is readily available. The company's investments are therefore carried at cost.

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk

Credit risk arises from the potential that a counterparty is unable or unlikely to perform on an obligation resulting in a loss for the company. The company's exposure to credit risk is limited since it acts as an investment holding company. All counterparties are subject to regular review and assessment by regional credit officers and credit limits are set and approved by the appropriate credit committee as overseen by the Group Risk Committee. Limits are set based on Group parameters determining the maximum loss any one company (within the Group) can suffer as a result of counterparty default. Typically the company's counterparties are highly credit rated large financial institutions.

The company has no significant concentrations of credit risk and the maximum exposure is limited to receivables (note 11).

c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and ensuring the availability of funding through an adequate amount of committed credit. This is important to ensure that the company can meet all present and future financial obligations as they fall due and comply with regulatory requirements. The Treasury Committee monitors free cash resources ensuring that all companies within the Group maintain sufficient resources to finance their operations and that all investments comply with the Group Investment Policy. This dictates borrowing and investing limits based on an institutions credit rating and the nature of financial instruments that can be held.

	<u>On demand</u>	<u>Less than 3 months</u>	<u>3 months to 1 year</u>	<u>More than 1 year</u>	<u>Total</u>
31 March 2009	£'000	£'000	£'000	£'000	£'000
Liabilities					
Trade and other payables	(55,365)	-	-	-	(55,365)
	<u>(55,365)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(55,365)</u>
	<u>On demand</u>	<u>Less than 3 months</u>	<u>3 months to 1 year</u>	<u>More than 1 year</u>	<u>Total</u>
31 March 2008	£'000	£'000	£'000	£'000	£'000
Liabilities					
Trade and other payables	(50,867)	-	-	-	(50,867)
	<u>(50,867)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(50,867)</u>

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

d) Fair values

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arms length transaction. The fair values of financial instruments are determined as per the company's accounting policies above.

As at 31 March 2009 there were no assets or liabilities whose carrying value was not a reasonable approximation of its fair value (2008: none) due to their short term nature.

3. KEY ACCOUNTING JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The company makes various judgments 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 March 2009 the only such judgments are related to the impairment recognized on investments (note 5). No other such judgments or assumptions that had a significant effect on the amounts recognised in the financial statements, or a significant risk of causing material adjustment to the carrying amounts of assets and liabilities in the next financial year.

4. ADMINISTRATIVE EXPENSES

	<u>Year</u> <u>ended</u> <u>31/3/2009</u> £'000	<u>Period</u> <u>ended</u> <u>31/3/2008</u> £'000
Management recharge	<u>139</u>	<u>76</u>

The company's administrative expenses, including the auditors' remuneration in the UK of £5,000 (2008: £1,500) have been borne by other group undertakings of ICAP plc.

Fees paid to the company's auditor, PricewaterhouseCoopers LLP, and its associates for services other than the statutory audit of the company are not disclosed in ICAP Shipping Ltd's accounts since the consolidated accounts of ICAP Shipping Ltd's ultimate parent, ICAP plc, are required to disclose non-audit fees on a consolidated basis.

5. IMPAIRMENT OF INVESTMENT

The impairment includes a write down of ICAP Hyde Holdings Ltd by £9,868,165, ICAP Shipping Tankers Ltd by £6,837,077 and Hyde and Partners Limited by £85,000 (note 1(i)).

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

6. DIRECTORS' REMUNERATION

Remuneration payable to the other directors in respect of their services to the company was as follows

	<u>Year ended</u> <u>31/3/2009</u>		<u>Period ended</u> <u>31/3/2008</u>	
	Total £'000	Highest paid director £'000	Total £'000	Highest paid director £'000
Aggregate emoluments	587	587	174	174
Contributions to defined contribution pension schemes	101	101	5	5
	<u>688</u>	<u>688</u>	<u>179</u>	<u>179</u>

As at 31 March 2009, there were retirement benefits accruing to 1 director (2008 1) under defined contribution schemes sponsored by ICAP plc

Fees were paid to P Newman in respect of services to the company during the period of £35,000 (2008 £None)

7. FINANCE INCOME

	<u>Year</u> <u>ended</u> <u>31/3/2009</u> £'000	<u>Period</u> <u>ended</u> <u>31/3/2008</u> £'000
Bank deposits	-	6
Other interest receivable	1	-
	<u>1</u>	<u>6</u>

8. FINANCE COSTS

	<u>Year</u> <u>ended</u> <u>31/3/2009</u> £'000	<u>Period</u> <u>ended</u> <u>31/3/2008</u> £'000
Interest payable on loans from group undertakings	2,145	1,313
Other interest payable	-	151
	<u>2,145</u>	<u>1,464</u>

The interest payable to group undertakings relates to the subordinated loan (note 14)

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

9. TAXATION

	<u>Year ended 31/3/2009</u> £'000	<u>Period ended 31/3/2008</u> £'000
(a) Analysis of credit for the year		
Current taxation		
- UK corporation tax	(676)	(460)
	<u>(676)</u>	<u>(460)</u>
Deferred taxation	-	-
	<u>(676)</u>	<u>(460)</u>
(b) Factors affecting the taxation credit for the year		
Loss before taxation	<u>(19,194)</u>	<u>(1,534)</u>
Loss before taxation multiplied by standard rate of corporation tax in the UK of 28% (2008 30%)	(5,374)	(460)
Effects of		
Adjustments not tax affected	4,698	-
Tax credit for the year	<u>(676)</u>	<u>(460)</u>
Effective tax rate	28%	30%

10. INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

	<u>As at 31/3/2009</u> £'000	<u>As at 31/3/2008</u> £'000
Shares in subsidiary undertakings		
Cost		
As at 1 April	58,423	-
Acquisition of subsidiaries	2,213	58,423
Impairment	(16,790)	-
Net book value		
As at 31 March	<u>43,846</u>	<u>58,423</u>

The impairment includes a write down of ICAP Hyde Holdings Ltd by £9,868,165, ICAP Shipping Tankers Ltd by £6,837,077 and Hyde and Partners Limited by £85,000 (note 1(i))

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

11. TRADE AND OTHER RECEIVABLES

	<u>As at</u> <u>31/3/2009</u> £'000	<u>As at</u> <u>31/3/2008</u> £'000
Amounts owed by associates and joint ventures	-	75
Other debtors	1	38
Prepayments and accrued income	39	-
	<u>40</u>	<u>113</u>

12. CASH AND CASH EQUIVALENTS

	<u>As at</u> <u>31/3/2009</u> £'000	<u>As at</u> <u>31/3/2008</u> £'000
Cash at bank and in hand	1	47
	<u>1</u>	<u>47</u>

The effective interest rates are disclosed in note 2. The short term deposits have a maturity of less than 30 days.

13. TRADE AND OTHER PAYABLES

	<u>As at</u> <u>31/3/2009</u> £'000	<u>As at</u> <u>31/3/2008</u> £'000
Amounts owed to group undertakings	48,777	41,850
Accruals and deferred income	7	2
Other creditors	6,581	9,015
	<u>55,365</u>	<u>50,867</u>

14. SUBORDINATED LOANS

	<u>As at</u> <u>31/3/2009</u> £'000	<u>As at</u> <u>31/3/2008</u> £'000
Subordinated loans	9,000	9,000
	<u>9,000</u>	<u>9,000</u>

The loan has a maturity of 5 years and bears interest at a rate of LIBOR plus 0.75% as determined on the applicable Interest Rate Determination Date. Interest shall accrue daily and on the basis for GBP advances.

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

15. CALLED UP SHARE CAPITAL

	<u>As at</u> <u>31/3/2009</u>	<u>As at</u> <u>31/3/2008</u>
Authorised		
187,500 'A' Ordinary shares of £1 each	187,500	187,500
57,500 'B' Ordinary shares of £1 each	57,500	57,500
5,000 'C' Ordinary shares of £1 each	5,000	5,000
	<u>250,000</u>	<u>250,000</u>
Allotted and fully paid		
187,500 'A' Ordinary shares of £1 each	187,500	187,500
57,500 'B' Ordinary shares of £1 each	57,500	57,500
5,000 'C' Ordinary shares of £1 each	5,000	5,000
	<u>250,000</u>	<u>250,000</u>

16. STATEMENT OF CHANGES IN EQUITY

	<u>Share</u> <u>capital</u> <u>(note 15)</u> £'000	<u>Retained losses</u> £'000	<u>Total</u> £'000
As at 20 March 2007	-	-	-
Issue of ordinary shares	250	-	250
Loss for the Period	-	(1,074)	(1,074)
As at 31 March 2008	<u>250</u>	<u>(1,074)</u>	<u>(824)</u>
As at 1 April 2008	<u>250</u>	<u>(1,074)</u>	<u>(824)</u>
Loss for the year	-	(18,518)	(18,518)
As at 31 March 2009	<u>250</u>	<u>(19,592)</u>	<u>(19,342)</u>

ICAP SHIPPING INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2009

17. RELATED PARTY TRANSACTIONS

Parent companies

The company's immediate parent company is ICAP Holdings Limited, which does not prepare consolidated financial statements

The company's ultimate parent undertaking is ICAP plc, which is incorporated in the United Kingdom and heads the largest group of companies of which the company is a member ICAP plc prepares consolidated financial statements in accordance with IFRS and copies may be obtained from the Company Secretary, ICAP plc, 2 Broadgate, London, EC2M 7UR

Related Party Transactions

The company entered into the following transactions with related parties who are members of the group

	<u>Year ended</u> <u>31/3/2009</u> £'000	<u>Period ended</u> <u>31/3/2008</u> £'000
Cost of management services received		
Fellow subsidiary undertakings	<u>(173)</u>	<u>-</u>

Administrative expenses arise from management charges from fellow subsidiary undertaking ICAP Management Services Limited Details relating to this cost can be found in note 4

Remuneration of key management personnel

There are no key management personnel other than the directors of the company Directors' remuneration is disclosed in note 6

The company had the following outstanding balances owed by/ (to) related parties who are members of the group

	<u>As at</u> <u>31/3/2009</u> £'000	<u>As at</u> <u>31/3/2008</u> £'000
Amounts owed by fellow subsidiary undertakings	-	75
Amounts owed to fellow subsidiary undertakings	<u>(57,777)</u>	<u>(50,850)</u>

Amounts owed to fellow subsidiary undertakings includes subordinated loans of £9,000,000 (2008 £9,000,000) as disclosed in note 14

18. RECONCILIATION OF IFRS BALANCES

UK GAAP to IFRS reconciliations

There was no material effect on the income statement for the year ended 31 March 2008 as a result of the adoption of IFRS