

**Company Number: 6371151**

**ICAP ENTERPRISES NO. 1  
(formerly ICAP Enterprises No. 1 Limited)**

**FINANCIAL STATEMENTS**

**FOR THE 18 MONTHS ENDED**

**14 MARCH 2009**

FRIDAY



\*AGZOOC7K\*

A35

07/08/2009

150

COMPANIES HOUSE

# **ICAP ENTERPRISES NO 1**

## **Directors' report**

The directors present their report and the audited financial statements of the company for the period from incorporation on 14 September 2007 to 14 March 2009.

### **PRINCIPAL ACTIVITY**

The company was incorporated as a financing company and it is not anticipated that the company's activities will change in the foreseeable future.

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 consider that the period end financial position is satisfactory and do not anticipate any changes to the principal activities. 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 income statement on page 4 and are for the period from incorporation, on 14 September 2007, to 14 March 2009.

The company paid a dividend of £168,803 during the period.

### **CONVERSION TO UNLIMITED**

On 23 January 2008, the members of the company passed a special resolution to convert the company to an unlimited company. On the same day, the ordinary shares of the company were redenominated from £1.00 to £0.01, and the share premium reserve was redeemed by returning the funds to the parent (see note 12).

### **FINANCIAL RISK MANAGEMENT**

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

### **DIRECTORS**

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

T C Kidd	- Appointed 14 September 2007
D A Abrehart	- Appointed 14 September 2007
I W Torrens	- Appointed 14 September 2007

### **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**

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

# **ICAP ENTERPRISES NO 1**

## **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**

The directors are responsible for preparing the Annual 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial statements are required by law to 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 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 that the financial statements comply with IFRSs as adopted by the European Union;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

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 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 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.

By Order of the Board



T-A Cavanagh  
Secretary

31 July 2009

# **ICAP ENTERPRISES NO 1**

## **Independent auditor's report to the members of ICAP Enterprises No 1**

We have audited the financial statements of ICAP Enterprises No 1 for the period ended 14 March 2009 which comprise the Income Statement, the Statement of Changes in Equity, 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 (IFRS) 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 IFRS as adopted by the European Union, of the state of the company's affairs as at 14 March 2009 and of its profit and cash flows for the period 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**  
**Chartered Accountants and Registered Auditors**  
**London**  
**31 July 2009**

**ICAP ENTERPRISES NO 1**  
**Income statement for the period ended 14 March 2009**

	<u>Note</u>	<u>Period ended 14/3/2009 £'000</u>
Finance income	6	709
<b>Profit before taxation</b>		<u>709</u>
Taxation	7	(213)
<b>Profit for the period</b>		<u><u>496</u></u>

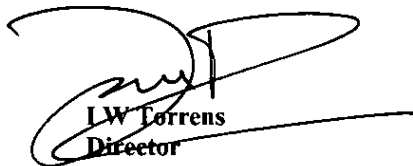
**ICAP ENTERPRISES NO 1**  
**Statement of Changes in Equity for the period ended 14 March 2009**

	<u>Note</u>	<u>Share capital</u> £'000	<u>Share Premium reserve</u> £'000	<u>Retained earnings</u> £'000	<u>Total</u> £'000
<b>As at 14 September 2007</b>		-	-	-	-
Shares issued to parent – 14 September 2007	11	1	-	-	1
Shares issued to parent – 18 December 2007	11	-	250	-	250
Shares issued to parent – 20 December 2007	11	48	47,733	-	47,781
Shares issued to new parent – 20 December 2007	11	2,684	24,534	-	27,218
Redenomination of ordinary shares - 23 January 2008	11	(2,706)	2,706	-	-
Redemption of share premium - 23 January 2008	11	-	(74,804)	-	(74,804)
Profit for the period		-	-	496	496
Dividends paid		-	-	(169)	(169)
<b>As at 14 March 2009</b>		<u>27</u>	<u>419</u>	<u>327</u>	<u>773</u>

**ICAP ENTERPRISES NO 1**  
**Balance Sheet as at 14 March 2009**

	<u>Note</u>	<u>As at</u> <u>14/3/2009</u> £'000
<b>Current assets</b>		
Cash and cash equivalents	8	262
Other receivables	9	724
		<hr/>
Total assets		986
		<hr/>
<b>Current liabilities</b>		
Other payables	10	(213)
		<hr/>
<b>Net assets</b>		773
		<hr/> <hr/>
<b>Equity</b>		
Called up share capital	11	27
Share premium reserve		419
Retained earnings		327
		<hr/>
<b>Equity</b>		773
		<hr/> <hr/>

The financial statements on pages 4 to 12 were approved by the board of directors on 31 July 2009 and were signed on its behalf by:

  
**L W Correns**  
**Director**

**ICAP ENTERPRISES NO 1**  
**Cash Flow Statement for the period ended 14 March 2009**

	<u>Note</u>	<u>Period ended 14/3/2009 £'000</u>
<b>Cash flows from operating activities</b>		
Profit before taxation		709
Operating cash flows before movements in working capital		709
Increase in other receivables		(724)
Net cash from operating activities		(15)
<b>Cash flows from financing activities</b>		
Proceeds from the issue of shares		75,250
Redemption of share premium		(74,804)
Dividends paid		(169)
Net cash from financing activities		277
Net increase in cash and cash equivalents		262
Net cash and cash equivalents at beginning of period		-
Net cash and cash equivalents at end of period	8	262

Intra-group interest and tax are settled by the netting of related party balances unless otherwise disclosed in the cash flow statement.



# ICAP ENTERPRISES NO 1

## Notes to the financial statements for the period ended 14 March 2009

### 1. PRINCIPAL ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared in accordance with IFRS adopted by the European Union, International Financial Reporting Interpretations Committee (IFRIC) and with those parts of the Companies Act 1985 applicable to companies reporting under IFRS and therefore comply with Article 4 of the EU International Accounting Standards (IAS) Regulation. The financial statements have also been prepared under the historical cost convention, as modified to include the fair value of certain financial instruments in accordance with IFRS.

The company has exercised its entitlement not to produce consolidated financial statements since consolidated financial statements have been prepared by its ultimate parent company (note 13).

(b) Taxation

Tax on the profit for the period 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 period, using tax rates enacted, or substantially enacted by the balance sheet date.

(c) Cash and cash equivalents

Cash equivalents includes 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.

(d) 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. Impairment losses are recognised in the income statement except where the asset was previously revalued. For revalued assets the loss is recognised directly against any revaluation surplus with the surplus being recognised in the income statement.

(e) Share capital and reserves

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

### 2. FINANCIAL RISK MANAGEMENT

(i) *Financial risk factors*

The company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance.

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 Treasury Committees, and also by regional and market risk committees. The company does not manage its own financial risk framework.

(ii) *Financial assets and liabilities*

The company's financial assets of £986,000 are classified as loans and receivables. Liabilities of £213,000 are held at amortised cost. The fair value of the financial assets and liabilities is not materially different from their book values.

## **ICAP ENTERPRISES NO 1**

### **Notes to the financial statements for the period ended 14 March 2009 (continued)**

#### *(iii) Market risk*

##### Foreign exchange risk

The company operates principally in the United Kingdom and therefore has no exposure to foreign exchange risk.

##### Price risk

The company's activities do not expose it to price risk.

##### Interest rate risk

The company's financial liabilities are non interest bearing.

#### *(ii) Fair value*

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. As at 14 March 2009 there are no assets or liabilities whose carrying value was not a reasonable approximation of its fair value.

#### *(iii) 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 is exposed to concentrations of credit risk in amounts due from group companies (note 10). The Group policy is to limit exposure by netting balances. All group companies are party to a netting agreement.

#### *(iii) Liquidity risk*

The company's activities do not expose it liquidity risk as all of its financial liabilities are payable on demand.

### **3. KEY ACCOUNTING JUDGEMENTS**

The company makes various judgements in applying its accounting policies and various assumptions and estimates when determining the carrying value of certain assets and liabilities. As at 14 March 2009 there were no such judgements 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**

The company's administrative expenses, including the auditors' remuneration of £4,000 have been borne by fellow subsidiaries of ICAP plc.

The company had no employees during the period.

### **5. DIRECTORS' REMUNERATION**

The directors received no remuneration in respect of their services as directors of the company.

## ICAP ENTERPRISES NO 1

### Notes to the financial statements for the period ended 14 March 2009 (continued)

#### 6. FINANCE INCOME

	<u>Period ended 14/3/2009</u> £'000
Bank deposit interest	12
Interest receivable from fellow subsidiary company	697
	<u>709</u>

#### 7. TAXATION

The company's tax charge for the period and the statutory charge can be reconciled as follows:

	<u>Period ended 14/3/2009</u> £'000
UK tax charge for the period to 31 March 2008	211
UK tax charge for the period to 14 March 2009	2
	<u>213</u>
Profit before taxation for the period to 31 March 2008	702
Profit before taxation for the period to 14 March 2009	7
	<u>709</u>
Tax on profit at standard rate of Corporation Tax in the UK of 30% (2008)	211
Tax on profit at standard rate of Corporation Tax in the UK of 28% (2009)	2
	<u>213</u>

All tax balances are group relieved.

#### 8. CASH AND CASH EQUIVALENTS

For the purposes of the cash flow statement, cash and cash equivalents include:

	<u>As at 14/3/2009</u> £'000
Cash at bank	<u>262</u>

## ICAP ENTERPRISES NO 1

### Notes to the financial statements for the period ended 14 March 2009 (continued)

#### 9. OTHER RECEIVABLES

As at  
14/3/2009  
£'000

Amounts due from fellow subsidiary company	724
--	-----

A loan of £75.0m was granted to Intercapital Ltd (formerly plc) and repaid during the period. The average interest rate for the period of the loan was 6.52%. The balance outstanding of £724,000 is non-interest bearing. The loan is repayable on demand.

#### 10. OTHER PAYABLES

As at  
14/3/2009  
£'000

Group tax relief payable	213
--------------------------	-----

Group tax relief payable is the amount due to a fellow subsidiary company of ICAP plc in relation to Corporation Tax settled on the company's behalf. The amount is unsecured, non-interest bearing and is payable on demand.

#### 11. CALLED UP SHARE CAPITAL

As at  
14/3/2009  
£'000

Authorised: 100,000,000 ordinary shares of £0.01 each*	1,000
Allotted and fully paid: 2,732,872 ordinary shares of £0.01 each*	27

During the period the company issued the following ordinary £1 shares:

On incorporation, 1,000 shares were issued to ICAP plc for consideration of £1,000. On 18 December 2007, 250 shares were issued to ICAP plc for consideration of £250,000. On 20 December 2007, 47,781 shares were issued to ICAP plc for consideration of £47,781,224. On the same day, the company was transferred to ICAP America Investments Limited and a further 2,683,840 shares were issued for consideration of £27,217,854.

The company was then transferred via share for share exchanges to ICAP Luxembourg Holdings No. 1 S.a.r.l.

\*On 23 January 2008, the company converted to unlimited and redenominated the ordinary £1.00 shares as ordinary £0.01 shares, to make the issued share capital £27,329, with the remainder being transferred to the share premium account. On the same day, the company redeemed £74,804,000 of the share premium account and repaid the funds to its shareholders.

## **ICAP ENTERPRISES NO 1**

### **Notes to the financial statements for the period ended 14 March 2009 (continued)**

#### **12. RELATED PARTIES**

##### Parent company

The company's immediate parent company is ICAP Luxembourg Holdings No.1 S.a.r.l, which does not prepare consolidated financial statements.

The company's ultimate parent company is ICAP plc, which is incorporated in the United Kingdom and heads the smallest and largest group of companies ("Group") of which the company is a member. ICAP plc prepares consolidated financial statements in accordance with IFRS as adopted by the European Union and copies can be obtained from the Company Secretary, ICAP plc, 2 Broadgate, London, EC2M 7UR.

##### Related party transactions

All Group companies are party to a netting agreement. There were no related party transactions or balances during the periods ended 31 March 2009 other than disclosed in the above notes.