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Company Number: FC024345

ICAP NEW JERSEY (NO 1) LLC

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 MARCH 2012

THURSDAY



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ICAP NEW JERSEY (NO 1) LLC

Directors' Report for the year ended 31 March 2012

Company Number: FC024345

The Company was formed on 29 November 2002 in the state of Delaware in the USA, and the UK branch was registered on 29 January 2003

The Company is not required to prepare audited accounts in its home territory. These accounts cover the whole of the Company's activities in both the USA and the UK.

These accounts are presented under the Overseas Companies Regulation 2009 for the year ended 31 March 2012 with comparatives for the year ended 31 March 2011.

ICAP NEW JERSEY (NO 1) LLC

Profit and Loss Account for the year ended 31 March 2012

| <u>Note</u> | <u>Year ended 31/03/2012 \$'000</u> | <u>Year ended 31/03/2011 \$'000</u> |
|--|---|---|
| Profit on ordinary activities before tax | - | - |
| | <hr/> | <hr/> |

All amounts above were derived from continuing operations

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

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

The notes on pages 4 to 6 are an integral part of these financial statements


ICAP NEW JERSEY (NO 1) LLC
Balance Sheet as at 31 March 2012

Company Number: FC024345

| | | <u>As at</u> <u>31/03/2012</u> <u>\$'000</u> | <u>As at</u> <u>31/03/2011</u> <u>\$'000</u> |
|-----------------------------|---|--|--|
| Non-current assets | | | |
| Investments in subsidiaries | 2 | 285,429 | 285,429 |
| | | <u>285,429</u> | <u>285,429</u> |
| Current assets | | | |
| Other receivables | 3 | 7,349 | 7,349 |
| Cash at bank and in hand | 4 | 5 | 5 |
| | | <u>7,354</u> | <u>7,354</u> |
| Net assets | | <u>292,783</u> | <u>292,783</u> |
| Equity | | | |
| Called up share capital | 5 | 293,740 | 293,740 |
| Retained deficit | 6 | (957) | (957) |
| Total Equity | | <u>292,783</u> | <u>292,783</u> |

The notes on pages 4 to 6 are an integral part of these financial statements

The accounts have been prepared in accordance with Overseas Companies Regulation 2009 and were approved by the board of directors on 25 October 2012 and were signed on its behalf by


D Abrehart
Director

ICAP NEW JERSEY (NO 1) LLC

Notes to the financial statements for the year ended 31 March 2012

1. PRINCIPAL ACCOUNTING POLICIES

a) Basis of preparation

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

The financial statements are presented in US Dollars because the Company considers US Dollars to be its functional currency

b) Other debtors

Debtors are recognised on trade date and measured at amortised cost

c) 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. The impairment loss is recognised in the profit and loss account unless it arises on a previously revalued asset, in which case it is recognised in the statement of total recognised gains and losses

d) Tax

Where necessary, provision at the applicable rate is made for corporation tax payable on profits for the period, taking into account any available tax losses

e) Investment in subsidiaries

Investments comprise equity shareholdings and other interests. These investments are initially recognised at fair value. Any subsequent changes in value as a result of impairment are recognised in the profit and loss account.

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 cash on hand, overdrafts and demand deposits and other short-term highly liquid investments which are subject to insignificant risk of change in value and are readily convertible into a known amount of cash with less than three months maturity.

g) Share capital

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

ICAP NEW JERSEY (NO 1) LLC

Notes to the financial statements for the year ended 31 March 2012

2. INVESTMENT IN SUBSIDIARIES

| | <u>2012</u> \$'000 | <u>2011</u> \$'000 |
|-----------------------------|-----------------------|-----------------------|
| As at beginning of the year | 285,429 | 285,429 |
| As at 31 March | <u>285,429</u> | <u>285,429</u> |

At 31 March 2012, the Company's principal subsidiaries were as follows

| <u>Name</u> | <u>Country of operation and incorporation</u> | <u>% held</u> |
|----------------------------|---|---------------|
| ICAP Delaware (No 1) Inc | USA | 100 |
| ICAP Delaware (No 2) Inc | USA | 100 |
| ICAP Kentucky Services Inc | USA | 100 |

The paid up share capital of these subsidiaries is held by the Company

All subsidiaries are involved in financing activities, have a 31 March year end, and operate in their country of incorporation

3. OTHER RECEIVABLES

| | <u>As at</u> <u>31/03/2012</u> \$'000 | <u>As at</u> <u>31/03/2011</u> \$'000 |
|------------------------------------|---|---|
| Amounts owed by Group undertakings | <u>7,349</u> | <u>7,349</u> |
| | <u>7,349</u> | <u>7,349</u> |

4. CASH AT BANK AND IN HAND

| | <u>As at</u> <u>31/03/2012</u> \$'000 | <u>As at</u> <u>31/03/2011</u> \$'000 |
|--------------------------|---|---|
| Cash at bank and in hand | <u>5</u> | <u>5</u> |

ICAP NEW JERSEY (NO 1) LLC

Notes to the financial statements for the year ended 31 March 2012

5. CALLED UP SHARE CAPITAL

| | <u>As at</u> <u>31/03/2012</u> \$'000 | <u>As at</u> <u>31/03/2011</u> \$'000 |
|---|---|---|
| Authorised | | |
| 2,937,396 Ordinary share(s) of \$100 each | 293,740 | 293,740 |
| 26,492,956 redeemable preference shares of \$1 each | 26,493 | 26,493 |
| | <u>320,233</u> | <u>320,233</u> |
| Allotted and fully paid | | |
| 2,937,396 Ordinary share(s) of US\$100 each | 293,740 | 293,740 |
| Nil redeemable preference shares of \$1 each | - | - |
| | <u>293,740</u> | <u>293,740</u> |

6. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

| | <u>Share</u> <u>capital</u> <u>(note 5)</u> \$'000 | <u>Profit</u> <u>and loss</u> <u>account</u> \$'000 | <u>Total</u> \$'000 |
|---------------------|---|--|------------------------|
| As at 1 April 2010 | 293,740 | (957) | 292,783 |
| As at 1 April 2011 | <u>293,740</u> | <u>(957)</u> | <u>292,783</u> |
| As at 31 March 2012 | <u>293,740</u> | <u>(957)</u> | <u>292,783</u> |

7. ULTIMATE PARENT COMPANY

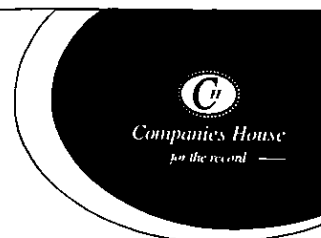
The Company's immediate parent company is ICAP New Jersey Holdings Inc, a company registered in New Jersey, USA, which does not prepare consolidated financial statements

The Company's ultimate parent company is ICAP plc, which is incorporated in England and Wales 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

The smallest group of which the Company is a member is headed by ICAP Group Holdings plc, which prepares consolidated financial statements in accordance with IFRS as adopted by the European Union and copies may be obtained from the Company Secretary, ICAP Group Holdings plc, 2 Broadgate, London, EC2M 7UR

OS AA01

Statement of details of parent law and other information for an overseas company



☒ **What this form is for**
You may use this form to
accompany your accounts
disclosed under parent law

☐ **What this form is NOT for**
You cannot use this form to
an alteration of manner of
with accounting requirements

THURSDAY

Part 1 Corporate company name

Corporate name of
overseas company ①

ICAP New Jersey (No 1) LLC

If the company has already been registered in the UK, please enter the
establishment number below

UK establishment
number ②

B R 0 0 6 9 1 6

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

② This should only be completed if
the company has already been
registered in the UK

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ①

Overseas Companies Regulation 2009

① This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ **No** Go to Section A3

☒ **Yes** Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3

① Please insert the name of the
appropriate accounting organisation
or body

Name of organisation
or body ②

UK GAAP

A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box

☒ **No** Go to Section A5

☐ **Yes.** Go to Section A4

OS AA01

Statement of details of parent law and other information for an overseas company

A4 Audited accounts

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

☐ No Go to Part 3 'Signature'

☐ Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'

① Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ①

A5 Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

☒ No

☐ Yes

Part 3 Signature

I am signing this form on behalf of the overseas company

Signature

Signature

X *T Lavaraght* X

This form may be signed by
Director, Secretary, Permanent representative

OS AA01

Statement of details of parent law and other information for an overseas company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Company Secretariat**

Company name

Address **2 Broadgate**

Post town **London**

County/Region

Postcode **E C 2 M 7 U R**

Country **England**

DX

Telephone **020 7000 5786**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



Important information

Please note that all this information will appear on the public record



Where to send

You may return this form to any Companies House address

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk