

**RAYMOND JAMES FINANCIAL
INTERNATIONAL LIMITED
(REGISTERED NUMBER: 3127076)**

**Directors' Report and Accounts
for the 53 Weeks Ended 30 September 2005**



Raymond James Financial International Limited

Directors' Report for the 53 Weeks Ended 30 September 2005

The Directors submit to the Shareholders their report and accounts for the 53 weeks ended 30 September 2005.

Principal Activities and Business Review

The principal activity of the company is stockbroking generating commission income. The company also earns income arising from interest on its cash and investment balances.

Both the level of business and the year end financial position were satisfactory.

Directors

The Directors, who served for the whole year, are:

P Steinhauser
R Shuck
T Franke
J Trocin

There are no disclosable directors' interests under Section 324 of the Companies Act 1985.

Directors' Responsibilities

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 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 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 are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Raymond James Financial International Limited

Directors' Report for the 53 Weeks Ended 30 September 2005

Dividends

The directors do not propose a dividend. (2004: \$nil)

Auditors

A resolution to reappoint KPMG Audit Plc as auditors to the company will be proposed at the Annual General Meeting.

By order of the Board



P Steinhauser
Director
April 4, 2006

4-12 Norton Folgate
London
E1 6DB

Independent auditors' report to the members of Raymond James Financial International Limited

We have audited the financial statements on pages 5 to 11.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 1, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards 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 judgements 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 of the state of the company's affairs as at 30 September 2005 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
London

4 April 2006

Raymond James Financial International Limited

Profit and Loss Account for the 53 Weeks Ended 30 September 2005

		2005	2004
	Note	USD	USD
Turnover	1	6,145,839	5,168,421
Cost of sales	1	(5,385,904)	(4,286,244)
Gross profit		759,935	882,177
Administrative expenses		(848,647)	(732,333)
Operating (loss)/profit		(88,712)	149,844
Interest receivable	1	30,023	7,929
Interest payable to group undertakings		0	(2,242)
(Loss)/profit on ordinary activities before taxation	2	(58,689)	155,531
Tax credit/(charge) on (loss)/profit on ordinary activities	6	14,403	(15,553)
(Loss)/profit on ordinary activities after taxation	5, 7	(44,286)	139,978

The company has no recognised gains or losses other than the results for the year as set out above.

All of the activities of the company are classed as continuing.

The notes on pages 7 to 11 form part of these accounts.

Raymond James Financial International Limited

Balance Sheet

as at 30 September 2005

		30 September 2005	24 September 2004
	Note	USD	USD
Current assets			
Cash at bank		2,392,042	1,264,115
Short term investment		1,546	1,189
Amounts owed by group undertakings		452,716	212,612
Debtors: Amounts due within one year	4	136,561	90,624
		2,982,865	1,568,540
Creditors – Amounts falling due within one year			
Amounts owed to group undertakings		0	0
Accruals		(1,053,606)	(296,594)
UK Corporation Tax		0	(48,401)
		(1,053,606)	(344,995)
Net assets		1,929,259	1,223,545
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Capital and reserves			
Called up share capital	5	1,107,892	357,892
Share premium account	5	318,687	318,687
Profit and loss account	5	502,680	546,966
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Total shareholders' funds	7	1,929,259	1,223,545

The financial statements were approved by the Board of Directors
On April 4, 2006 and signed on their behalf by



P. Steinhauser
Director

The notes on pages 7 to 11 form part of these accounts.

Raymond James Financial International Limited

Notes to the Accounts for the 53 Weeks Ended 30 September 2005

1. Principal Accounting Policies

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The company is exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with group entities.

Turnover

Turnover constitutes commission income generated from stockbroking activities, which is recognised at trade date.

Cost of sales

Cost of sales constitutes commission expense payable to the agents and clearing costs payable to Raymond James and Associates, Inc.

Interest income

Interest income is accounted for on an accrual basis.

Cash Flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard 1 (revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

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. A deferred tax asset is only recognised to the extent that it is regarded as recoverable. 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 substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis. The directors do not believe that there are any such timing differences at the balance sheet date.

Raymond James Financial International Limited

Notes to the Accounts for the 53 Weeks Ended 30 September 2005

2. Profit on ordinary activities before taxation

	2005	2004
	USD	USD
Profit on ordinary activities before taxation is after charging:		
Auditors' remuneration		
- Audit	64,810	42,000

3. Directors Remuneration and Staff Costs

The directors are employees of other member companies (Raymond James Financial, Inc. and Raymond James and Associates, Inc.) and are paid by those principal employers. Each director receives USD 1,000 as compensation for their service on the board. The aggregate amount of emoluments paid to or receivable by directors in respect of qualifying services is USD 4,000 (2004: USD 4,000).

The average number of employees during the year was 2 (2004:2). Wages and salaries for the year amounted to USD 83,520 (2004: USD 67,325). Social security costs were USD 10,700 (2004: USD 8,617).

4. Debtors: Amount due within one year

	2005	2004
	USD	USD
Prepayment	12,012	11,393
Tax recoverable	124,549	79,231
	136,561	90,624

Raymond James Financial International Limited

Notes to the Accounts for the 53 Weeks Ended 30 September 2005

5. Share Capital and Reserves

	Called up Share Capital	Share Premium Account	Profit and loss Account
	USD	USD	USD
At 24 September 2004	357,892	318,687	546,966
Issuance of Share Capital	750,000	-	-
Loss for the year	-	-	(44,286)
At 30 September 2005	1,107,892	318,687	502,680

In November 2004 the Directors of Raymond James Financial International Limited authorised the issuance of 8,021 shares at GBP 50 each for the purpose of raising additional capital to meet FSA capital requirements for 2005. Based on an exchange rate of USD 1.870091 the total share value was USD 750,000.

Authorised share capital is represented by 20,000 ordinary shares of GBP 50 each (2004: 20,000).

Issued share capital is represented by 12,247 ordinary shares of GBP 50 each (2004: 4,226).

Raymond James Financial International Limited

Notes to the Accounts for the 53 Weeks Ended 30 September 2005

6. Taxation on the Profit for the Year

The charge in the profit and loss account, based on Corporation Tax rate of 30% is represented by:

	2005	2004
	USD	USD
Current tax:		
UK Corporation tax on profits of the year	0	48,401
Adjustment in respect of previous years	(14,403)	(32,848)
Total current tax (credit)/charge for the year	(14,403)	15,553

	2005	2004
	USD	USD
<i>Current tax reconciliation</i>		
(Loss)/profit on ordinary activities before tax	(58,689)	155,531
Current tax at 30% (2004: 30%)	(17,607)	46,659
<i>Effects of:</i>		
Expenses not deductible	644	1,742
Losses carried back	16,963	0
Total current tax charge (see above)	0	48,401

Raymond James Financial International Limited

Notes to the Accounts for the 53 Weeks Ended 30 September 2005

7. Reconciliation of Movements in Shareholders' Funds

	2005	2004
	USD	USD
Opening shareholders' funds	1,223,545	735,748
Issuance of Share Capital	750,000	279,049
Share Premium	0	68,770
Profit/(Loss) for the year	(44,286)	139,978
Closing shareholders' funds	1,929,259	1,223,545

In November 2004 8,021 shares were issued with a share capital value of USD 750,000. See Note 5 for more details.

8. Parent Companies

The immediate parent company is Raymond James International Holdings, Inc. The ultimate parent company is Raymond James Financial, Inc. registered in the United States (Florida). Group accounts in respect of these companies may be obtained from the Company Secretary 4-12 Norton Folgate, London E1 6DB.

9. Post Balance Sheet Event

There have been no post Balance Sheet Events.