

M.W. MARSHALL (U.K.) LIMITED

Report and Financial Statements
31 December 2010



M.W. MARSHALL (U.K.) LIMITED

DIRECTORS' REPORT

The directors present their annual report and financial statements for the year ended 31 December 2010

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £672,447 (2009 £nil) and will be transferred to reserves

The directors do not recommend payment of a dividend (2009 £nil)

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Company is a wholly owned subsidiary of Tullett Prebon plc

During 2009 the Company was dormant

During the year under review the Tullett Prebon plc Group (the "Group") undertook a restructuring project in order to simplify its legal entity structure, rationalise intercompany loan relationships and to optimise entity reserves. The impact of the restructuring on the Company has been

- the Company is no longer dormant, as defined in s1169 of the Companies Act 2006,
- to redesignate the authorised share capital of the company from £12,000 divided into 200,000 ordinary shares of 1p each and 200,000 deferred shares of 5p each to £12,000 divided into 1,200,000 ordinary shares of 1p each,
- the Company entered into a Group Intercompany loan agreement whereby the Company redesignated its intercompany assets and liabilities to Tullett Prebon investment Holdings Limited, and
- the Company's liability to Tullett Prebon Investment Holdings Limited of £672,447 was waived resulting in equivalent gain recorded in the profit and loss account,

As shown in the Company's profit and loss account on page 5, the Company's profit before tax was £672,447 (2009 £nil). This increase is due to from the loan waiver from Tullett Prebon Investment Holdings Limited. Net assets have increased to £nil (2009 loss £672,447) due to the contribution mentioned above.

The financial statements for the year ended 31 December 2009 were not subject to statutory audit as the Company was dormant as defined by s249AA of the Companies Act 1985.

GOING CONCERN

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in Note 1, accounting policies, in the financial statements on page 7.

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks which the Company faces in its day to day operations can broadly be categorised as operational, liquidity and reputational risk.

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people activities, systems or external events.

Liquidity risk is the risk that the Company, in periods of corporate or market volatility, will not have access to an appropriate level of cash or funding to enable it to finance its ongoing operations and any other reasonable unanticipated events on cost effective terms.

Reputational risk is the risk that the Company's ability to do business might be damaged as a result of its reputation being tarnished.

M.W. MARSHALL (U.K.) LIMITED

DIRECTORS' REPORT

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

Management have the day to day responsibility for ensuring that the Company operates in accordance with the Group Risk Assessment Framework which includes policies and procedures for these key risks. Further details of the Group Risk Assessment Framework are fully outlined in the Group's Annual Report which does not form part of this report.

ENVIRONMENTAL POLICY

The nature of the Company's activities is such that it has a minimal direct effect on the environment. However, management have agreed to adopt Group policies to safeguard the environment to meet statutory requirements or where such policies are commercially sensible.

DIRECTORS

The following directors held office during the year:

A K Evans (resigned 5 August 2010)
P R Manwaring
R B Stevens
R J Stewart (appointed 5 August 2010)
B C B Ward

DIRECTORS' INDEMNITIES

The Company's ultimate parent, Tullett Prebon plc, has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

AUDITOR

Each of the persons who is a director at the date of approval of this Annual Report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Pursuant to s386 of the Companies Act 1985, an elective resolution was passed on 26 February 2003 dispensing with the requirement to appoint auditor annually. This election was in force immediately before 1 October 2007. Therefore Deloitte LLP are deemed to continue as the auditor.

This report was approved by the Board of Directors and signed on its behalf by:

N L Challen
Company Secretary
Date



04 JUL 2011

Registered office
Tower 42
Level 37
25 Old Broad Street
London
EC2N 1HQ

Registered No
213626

M.W. MARSHALL (U.K.) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK 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 adequate accounting records that are sufficient to show and explain the Company's transactions and 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 2006. 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF M.W. MARSHALL (U.K.) LIMITED

We have audited the financial statements of M W Marshall (U K) Limited for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 8 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 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 auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit


Manbinder Rana, ACA (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

London, United Kingdom

Date 4 July 2011

M.W. MARSHALL (U.K.) LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2010

	<i>Notes</i>	<i>2010</i> £	<i>2009</i> £
Other income		672,447	-
PROFIT/RESULT ON ORDINARY BEFORE TAXATION	2	672,447	-
Tax charge on profit on ordinary activities	3	-	-
PROFIT/RESULT ON ORDINARY ACTIVITIES AFTER TAXATION	7	672,447	-

Profit for the current year relates solely to continuing activities

The Company had no recognised gains or losses other than the profit for the current financial year and result for the preceding year. Accordingly, no separate statement of total recognised gains and losses is presented.

M.W. MARSHALL (U.K.) LIMITED

BALANCE SHEET as at 31 December 2010

	<i>Notes</i>	<i>2010</i> £	<i>2009</i> £
CURRENT ASSETS			
Debtors amounts falling due within one year	4	-	78,255
Creditors amounts falling due within one year	5	-	(750,702)
NET LIABILITIES		-	(672,447)
CAPITAL AND RESERVES			
Called-up share capital	6	12,000	12,000
Profit and loss account	7	(12,000)	(684,447)
SHAREHOLDERS' FUNDS		-	(672,447)

The financial statements of M W Marshall (U K) Limited (registered number 213626) were approved by the Board of Directors and authorised for issue on **04 JUL 2011**

Signed on its behalf by



P R Mainwaring
Director

M.W. MARSHALL (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

as at 31 December 2010

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention, and in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Going concern

After consideration of the Company's business review and the risks and uncertainties as set out on pages 1 and 2 of the directors' report, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the going concern basis continues to be used in preparing these financial statements.

Cash flow statement

The Company is exempt from reporting a cash flow statement in accordance with FRS 1 Cash Flow Statements (Revised 1996), as the Company is a wholly owned subsidiary of Tullett Prebon plc, which is registered in England and Wales and which prepares Group financial statements which are publicly available.

Foreign currencies

Transactions in foreign currencies are converted at exchange rates ruling at the transaction dates.

Monetary assets and liabilities, denominated in foreign currencies at the balance sheet date are translated into sterling at the rates of exchange ruling at the balance sheet date. Exchange gains and losses are taken to the profit and loss account.

Taxation

Current taxation is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation 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 profits and its results as stated in the financial statements that arise from the inclusions of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not they will be recovered. Deferred tax assets and liabilities are not discounted.

Related party transactions

The Company is exempt from disclosing related party transactions, under Paragraph 3c of Financial Reporting Standard No 8 – Related Party Disclosures, with members of the Group, as it is a wholly owned subsidiary and provided that any other subsidiary undertaking which is a party to the transaction is wholly owned by a member of that Group.

Segmental reporting

The Company has taken advantage of reporting exemptions in accordance with SSAP 25 Segmental Reporting, since it is a subsidiary of a group which provides segmental information in compliance with this accounting standard.

Financial Instruments

The Company's ultimate UK parent undertaking, Tullett Prebon plc, presents information in accordance with Financial reporting standard ("FRS") 29 Financial Instruments Disclosures. Accordingly, the Company is exempt from the disclosure requirements of FRS 29.

M.W. MARSHALL (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS as at 31 December 2010

2. OPERATING PROFIT

Auditor's remuneration in respect of audit services of £4,000 (2009 £nil) is borne by Tullett Prebon Group Limited

The Directors do not receive any remuneration for their services to the Company (2009 £nil)

The Company had no employees during the year (2009 nil)

3. TAX CHARGE ON PROFIT/RESULT ON ORDINARY ACTIVITIES

	2010 £	2009 £
Current tax		
UK corporation tax charge on profit/result for the year	-	-

Factors affecting the current tax charge

The tax assessed on the profit/result on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28% (2009 28%) The differences are reconciled below

	2010 £	2009 £
Profit/result on ordinary activities before tax	672,447	-
Profit on ordinary activities multiplied by the Standard rate of corporation tax in the UK	188,285	-
Non-taxable income	(188,285)	-
Tax charge on ordinary activities for the year	-	-

4. DEBTORS: amount falling due within one year

	2010 £	2009 £
Amounts owed by group undertakings	-	78,255

5. CREDITORS: amount falling due within one year

	2010 £	2009 £
Amounts owed to group undertakings	-	750,702

M.W. MARSHALL (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS as at 31 December 2010

6. CALLED-UP SHARE CAPITAL

	2010 £	2009 £
Allotted, called up and fully paid		
1,200,000 (2009 200,000) ordinary shares of £0.01 each	12,000	2,000
Nil (2009 200,000) deferred ordinary shares of £0.05 each	-	10,000
	<u>12,000</u>	<u>12,000</u>

The authorised share capital article in the Company's Articles of Association was removed by shareholder resolution on 18 June 2010, in accordance with the Companies Act 2006

On the same date the directors approved the re-designation of the authorised share capital of the company from £12,000 divided into 200,000 ordinary shares of 1p each and 200,000 deferred shares of 5p each to £12,000 divided into 1,200,000 ordinary shares of 1p each

7. RECONCILIATION OF SHAREHOLDERS' FUNDS

	<i>Share Capital</i> £	<i>Profit and loss shareholders' account</i> £	<i>Total funds</i> £
At 1 January 2009 and at 1 January 2010	12,000	(684,447)	(672,447)
Profit for the year	-	672,447	672,447
At 31 December 2010	<u>12,000</u>	<u>(12,000)</u>	<u>-</u>

8. PARENT UNDERTAKING AND CONTROLLING PARTY

During the year the Company's immediate parent undertaking was Prebon Yamane International Limited. On 26 May 2011 the Company's immediate parent undertaking became Tullett Liberty (European Holdings) Limited.

The Company's ultimate parent undertaking and controlling party is Tullett Prebon plc.

The parent undertaking of the smallest group which includes the Company for which Group accounts are prepared is Tullett Prebon Group Holdings plc.

The parent undertaking of the largest group which includes the Company for which Group accounts are prepared is Tullett Prebon plc.

Copies of Tullett Prebon Group Holdings plc and Tullett Prebon plc financial statements are available from the registered office Tower 42, Level 37, 25 Old Broad Street, London, EC2N 1HQ.