

Company Registration No 4240845 (England and Wales)

XCONNECT TRADING LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009



XCONNECT TRADING LIMITED

COMPANY INFORMATION

Directors	Paul White Adrian Chorley
Company number	4240845
Registered office	8-10 Old Jewry London EC2R 8DN
Auditors	The Gallagher Partnership LLP 69/85 Tabernacle Street London EC2A 4RR
Business address	8-10 Old Jewry London EC2R 8DN

XCONNECT TRADING LIMITED

CONTENTS

	Page
Directors' report	1 - 3
Independent auditors' report	4 - 5
Profit and loss account	6
Balance sheet	7
Cash flow statement	8
Notes to the cash flow statement	9
Notes to the financial statements	10 - 17

XCONNECT TRADING LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2009

The directors present their report and financial statements for the year ended 31 December 2009

Principal activities and review of the business

The principal activity of the company is to provide administration and market access to professional trading teams and brokers on world wide derivative exchanges and secondary securities markets. The company is authorised and regulated by the Financial Services Authority.

The results for the year and the financial position at the year end were considered satisfactory by the directors who hope to maintain profitability in the coming year.

The Company continues to invest in its technology architecture in order to ensure that it maintains a competitive and high quality of service.

Management considers the primary key performance indicators to be cash flows and transaction volumes undertaken through the trading platforms it supports. Budgeting includes expenditure on technology projects to enhance the longer term development of the business.

Pillar III Disclosure - Scope and application of the requirements

The Company is governed by its Directors ('the Board') who determine its business strategy and risk appetite. They are also responsible for establishing and maintaining the Company's governance arrangements along with designing and implementing a risk management framework that recognises and manages the risks that the business faces. The Board meets on a regular basis to discuss profitability, cash flow, regulatory capital management, and business planning and risk management. The Board manages the Company's risks through a framework of policies and procedures having regard to relevant laws, standards, principles and rules (including FSA principles and rules) with the aim of operating a defined and transparent risk management framework.

The Board has identified that reputational and operational risk are the main areas of risk to which the Company may be exposed. Annually the Board formally reviews the risks, controls and other risk mitigation arrangements and assesses their effectiveness. Where the Board identifies material risks it considers the financial impact of these risks as part of its business planning and capital management process and concludes whether its regulatory capital is adequate. The Company is small with a simple operational infrastructure. The general objective is to develop systems and controls to mitigate risk to such a level that the allocation of Pillar 2 capital is not required.

The Company is authorised and regulated by the Financial Services Authority and as such it is subject to minimum regulatory capital requirements. It is a BIPRU €50k limited licence firm registered with the FSA (FRN No 403317) and lodges its financial statements with Companies House.

It is the Company's experience that the capital requirement of the Company is the fixed overhead requirement (FOR) and not the sum of any market and credit risk. Therefore for the purpose of the regulatory capital requirement calculation, disclosures relating to market and credit are considered to be immaterial in relation to the business.

As at the 31 December 2009 the Company had £623,000 of capital with a FOR of £396,000. The Company has substantial excess resources over its regulatory capital requirement.

XCONNECT TRADING LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

Principal risks and uncertainties

The Company's operations expose it to a variety of risks. The Company has in place a risk management programme that seeks to limit the potential adverse effects on its financial performance.

Financial instruments

The company's principle financial instruments comprise cash and liquid resources as well as various items, such as trade debtors, and creditors that arise directly from its operations. These instruments provide regulatory capital and finance for operations.

Liquidity risk

The company finances its operations through share capital and retained earnings, as such liquidity risk is not considered significant. Surplus funds are placed on deposit with highly rated banks.

Interest rate risk

The company is not exposed to interest rate risk because its cash deposits have short maturities and so earn interest on a floating rate basis.

Foreign currency risk

The company holds cash balances in US dollars and Euros as income is generated in these currencies. Foreign exchange risk is managed by ensuring any surplus non-Sterling cash is converted to Sterling on a regular basis.

Credit risk

The Company is exposed to credit risk in respect of cash balances held by it at its bankers and general clearer.

Operational risk

The risk of direct or indirect loss, failure or damaged reputation does exist. This could result from inadequate or failed internal processes or system failure or from external events relating to legal and compliance issues. Operational risks are inherent in all activities within the organisation, and in all interaction with external parties. The company mitigates operational risk through its internal controls and monitors the results.

Results and dividends

The results for the year are set out on page 6.

A dividend of £355,033 was paid during the year (2008 - £nil).

Future developments

The Company continues to invest in its staff through both training and through the reorganisation of their responsibilities. The Board have directed the technology team to continue to focus on improving the efficiency of the business.

Directors

The following directors have held office since 1 January 2009.

Paul White

Mark Lambert

Adnan Chorley

(Resigned 29 March 2010)

XCONNECT TRADING LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

Auditors

In accordance with the Company's Articles, a resolution proposing that The Gallagher Partnership LLP be reappointed as auditors of the company will be put at a *General Meeting*

Directors' responsibilities

The directors are responsible for preparing the Directors' 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 judgements 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,
- 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.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



Paul White

Director

5 May 2010

XCONNECT TRADING LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF XCONNECT TRADING LIMITED

We have audited the financial statements of XConnect Trading Limited for the year ended 31 December 2009 set out on pages 6 to 17. 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 sections 495 and 496 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 auditors' 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

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 3, 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 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 2009 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.

XCONNECT TRADING LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF XCONNECT TRADING LIMITED

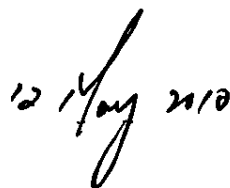
Matters on which we are required to report by exception

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


Imtiaz Arian (Senior Statutory Auditor)
for and on behalf of The Gallagher Partnership LLP

Chartered Accountants
Statutory Auditor



69/85 Tabernacle Street
London
EC2A 4RR

XCONNECT TRADING LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2009

	Notes	2009 £	2008 £
Turnover	2	5,583,584	5,479,507
Cost of sales		<u>(3,409,900)</u>	<u>(3,650,265)</u>
Gross profit		2,173,684	1,829,242
Administrative expenses		<u>(1,557,331)</u>	<u>(1,745,552)</u>
Operating profit	3	616,353	83,690
Other interest receivable and similar income	4	9,470	41,407
Interest payable and similar charges	5	<u>(7,260)</u>	<u>(7,954)</u>
Profit on ordinary activities before taxation		618,563	117,143
Tax on profit on ordinary activities	6	<u>(177,922)</u>	<u>(35,704)</u>
Profit for the year	13	<u><u>440,641</u></u>	<u><u>81,439</u></u>

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

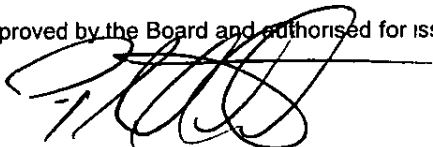
XCONNECT TRADING LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2009

	Notes	2009		2008	
		£	£	£	£
Fixed assets					
Tangible assets	8		86,286		64,878
Current assets					
Debtors	9	360,129		332,381	
Cash at bank and in hand		1,044,544		1,722,406	
		<u>1,404,673</u>		<u>2,054,787</u>	
Creditors amounts falling due within one year	10	<u>(853,361)</u>		<u>(1,577,575)</u>	
Net current assets			<u>551,312</u>		<u>477,212</u>
Total assets less current liabilities			<u>637,598</u>		<u>542,090</u>
Provisions for liabilities	11		<u>(15,100)</u>		<u>(5,200)</u>
			<u>622,498</u>		<u>536,890</u>
Capital and reserves					
Called up share capital	12		360,000		360,000
Profit and loss account	13		262,498		176,890
Shareholders' funds	14		<u>622,498</u>		<u>536,890</u>

Approved by the Board and authorised for issue on 5 May 2010


Paul White
Director

Company Registration No 4240845

XCONNECT TRADING LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2009

	£	2009 £	£	2008 £
Net cash (outflow)/inflow from operating activities		(214,945)		884,214
Returns on investments and servicing of finance				
Interest received	9,470		41,407	
Interest paid	(7,260)		(7,954)	
Net cash inflow for returns on investments and servicing of finance		2,210		33,453
Taxation		(31,893)		(18,271)
Capital expenditure				
Payments to acquire tangible assets	(50,479)		(51,848)	
Net cash outflow for capital expenditure		(50,479)		(51,848)
Equity dividends paid		(355,033)		-
Net cash (outflow)/inflow before management of liquid resources and financing		(650,140)		847,548
(Decrease)/increase in cash in the year		(650,140)		847,548

XCONNECT TRADING LIMITED

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

1	Reconciliation of operating profit to net cash (outflow)/inflow from operating activities		2009	2008	
			£	£	
	Operating profit		616,353	83,690	
	Depreciation of tangible assets		29,071	32,271	
	(Increase)/decrease in debtors		(27,748)	57,426	
	(Decrease)/Increase in creditors within one year		(832,621)	729,811	
	Movement on deferred rent		-	(18,984)	
	Net cash (outflow)/inflow from operating activities		(214,945)	884,214	
2	Analysis of net funds	1 January 2009	Cash flow	Other non-cash changes	31 December 2009
		£	£	£	£
	Net cash				
	Cash at bank and in hand	1,722,406	(677,862)	-	1,044,544
	Bank overdrafts	(27,722)	27,722	-	-
		<u>1,694,684</u>	<u>(650,140)</u>	<u>-</u>	<u>1,044,544</u>
	Net funds	<u>1,694,684</u>	<u>(650,140)</u>	<u>-</u>	<u>1,044,544</u>
3	Reconciliation of net cash flow to movement in net funds		2009	2008	
			£	£	
	(Decrease)/increase in cash in the year		(650,140)	847,548	
	Movement in net funds in the year		(650,140)	847,548	
	Opening net funds		1,694,684	847,136	
	Closing net funds		1,044,544	1,694,684	

XCONNECT TRADING LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

1 Accounting policies

A summary of principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Compliance with accounting standards

The financial information is not intended to achieve full compliance with the provisions of UK Generally Accepted Accounting Principles

1.3 Turnover

Turnover represents amounts receivable for services provided in the normal course of business. Revenue is recognised in line with accrual accounting based on fees received for services provided during the financial year.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery	33% on a reducing balance basis
Fixtures, fittings & equipment	33% on a reducing balance basis

1.5 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.6 Taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.7 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom and Eire.

XCONNECT TRADING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

3	Operating profit	2009	2008
		£	£
	Operating profit is stated after charging		
	Depreciation of tangible assets	29,071	32,271
	Loss on foreign exchange transactions	-	74,282
	Operating lease rentals	278,536	249,800
	and after crediting		
	Profit on foreign exchange transactions	(92,037)	-
		<u>(92,037)</u>	<u>-</u>
	Auditors' remuneration		
	Fees payable to the company's auditor for the audit of the company's annual accounts	10,000	10,000
	Taxation	2,500	2,500
		<u>12,500</u>	<u>12,500</u>
4	Investment income	2009	2008
		£	£
	Bank interest	9,470	41,407
		<u>9,470</u>	<u>41,407</u>
5	Interest payable	2009	2008
		£	£
	On bank loans and overdrafts	7,260	7,954
		<u>7,260</u>	<u>7,954</u>

XCONNECT TRADING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

6	Taxation	2009 £	2008 £
	Domestic current year tax		
	U K corporation tax	168,022	31,893
	Adjustment for prior years	-	11
		<u>168,022</u>	<u>31,904</u>
	Current tax charge	168,022	31,904
	Deferred tax		
	Deferred tax charge/credit current year	9,900	3,800
		<u>177,922</u>	<u>35,704</u>
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	<u>618,563</u>	<u>117,143</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 28.00% (2008 - 21.00%)	<u>173,198</u>	<u>24,600</u>
	Effects of		
	Non deductible expenses	17,805	11,425
	Depreciation add back	8,140	6,777
	Capital allowances	(16,299)	(10,527)
	Marginal relief	(14,822)	-
	Adjustments to previous periods	-	11
	Other tax adjustments	-	(382)
		<u>(5,176)</u>	<u>7,304</u>
	Current tax charge	<u>168,022</u>	<u>31,904</u>
7	Dividends	2009 £	2008 £
	Ordinary interim paid	<u>355,033</u>	<u>-</u>

XCONNECT TRADING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

8 Tangible fixed assets

	Plant and machinery	Fixtures, fittings & equipment	Total
	£	£	£
Cost			
At 1 January 2009	123,984	42,756	166,740
Additions	50,479	-	50,479
At 31 December 2009	174,463	42,756	217,219
Depreciation			
At 1 January 2009	69,909	31,953	101,862
Charge for the year	24,691	4,380	29,071
At 31 December 2009	94,600	36,333	130,933
Net book value			
At 31 December 2009	79,863	6,423	86,286
At 31 December 2008	54,075	10,803	64,878

9 Debtors

	2009	2008
	£	£
Other debtors	218,312	193,051
Prepayments and accrued income	141,817	139,330
	360,129	332,381

XCONNECT TRADING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

10 Creditors: amounts falling due within one year	2009	2008
	£	£
Bank loans and overdrafts	-	27,722
Trade creditors	256,894	564,693
Corporation tax	168,022	31,893
Other taxes and social security costs	41,240	50,229
Other creditors	13,616	424,682
Accruals and deferred income	373,589	478,356
	<u>853,361</u>	<u>1,577,575</u>

11 Provisions for liabilities

	Deferred tax liability
	£
Balance at 1 January 2009	5,200
Profit and loss account	9,900
	<u>15,100</u>
Balance at 31 December 2009	<u>15,100</u>

The deferred tax liability is made up as follows:

	2009	2008
	£	£
Accelerated capital allowances	<u>15,100</u>	<u>5,200</u>

12 Share capital

	2009	2008
	£	£
Authorised		
1,000,000 Ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, called up and fully paid		
360,000 Ordinary shares of £1 each	<u>360,000</u>	<u>360,000</u>

XCONNECT TRADING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

13 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 January 2009	176,890
Profit for the year	440,641
Dividends paid	(355,033)
Balance at 31 December 2009	<u>262,498</u>

14 Reconciliation of movements in shareholders' funds

	2009 £	2008 £
Profit for the financial year	440,641	81,439
Dividends	(355,033)	-
Net addition to shareholders' funds	<u>85,608</u>	<u>81,439</u>
Opening shareholders' funds	536,890	455,451
Closing shareholders' funds	<u>622,498</u>	<u>536,890</u>

15 Financial commitments

At 31 December 2009 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2010

	Land and buildings	
	2009 £	2008 £
Operating leases which expire Between two and five years	<u>278,017</u>	<u>278,017</u>

16 Directors' emoluments

	2009 £	2008 £
Emoluments for qualifying services	<u>101,000</u>	<u>191,667</u>

XCONNECT TRADING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

17 Employees

Number of employees

The average monthly number of employees (including directors) during the year was

	2009 Number	2008 Number
Management and operations	6	6
Broking and administration	6	6
	<u>12</u>	<u>12</u>

Employment costs

	2009 £	2008 £
Wages and salaries	596,061	762,486
Social security costs	88,424	95,488
	<u>684,485</u>	<u>857,974</u>

18 Control

The ultimate controlling party is Mr P White, an executive director of the company

19 Related party transactions

Mr P White, an executive director of the company, has a beneficial interest and is a member of Xconnect Dervatives LLP

During the year the company paid commission amounting to £Nil (2008 - £585,000) to Xconnect Dervatives LLP. At the year end the company owed £13,616 (2008 - £424,682) to Xconnect Dervatives LLP

During the year the company paid a dividend amounting to £355,033 to Mr P White, an executive director, on his ordinary shareholding in the company

XCONNECT TRADING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

20 Liquidity Risk

In view of the current economic circumstances, the Financial Reporting Council has recommended that all companies comment on their going concern and liquidity position

The company has substantial cash or cash equivalent resources and the directors believe that the company is well placed to manage all its business risks successfully despite the current uncertain economic outlook. The directors have reviewed the budgets, cash flow and commitments for the next twelve months and have concluded that the company has adequate resources to continue in operational existence for the foreseeable future.