

Company Number: 6891513

TRADING CROSS CONNECTS UK LIMITED

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED

31 MARCH 2010

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TRADING CROSS CONNECTS UK LIMITED

Directors' Report for the period ended 31 March 2010

The directors present their report and the audited financial statements of the company for the period ended 31 March 2010

PRINCIPAL ACTIVITY

The company provides a customised plug-and-play hosting solution for high frequency trading teams and it is not anticipated that the company's activities will change in the foreseeable future

The company was incorporated on 29 April 2009 and is domiciled in the United Kingdom ("UK") The registered office is 2 Broadgate, London, EC2M 7UR

RESULTS AND DIVIDENDS

The results of the company are set out in the income statement on page 4

No dividends were paid during the period The profit for the period of £10k has been transferred to reserves

FINANCIAL RISK MANAGEMENT

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

KEY PERFORMANCE INDICATORS

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

DIRECTORS AND DIRECTORS' INTERESTS

The directors of the company, who held office during the period were

I Torrens	(appointed 2 September 2009)
I Chicken	(appointed 2 September 2009)
J Fisher	(appointed 23 September 2009)
S Caplen	(appointed 29 April 2009)
N Hunter	(appointed 29 April 2009, resigned 23 September 2009)
A Schwarz	(appointed 29 April 2009, resigned 15 October 2009)

With the exception of A Schwarz who was a director during the period and who holds an indirect share in the company, none of the directors had any interests in the shares of the company during the period

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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 International Financial Reporting Standards (IFRSs) as adopted by the European Union In preparing these financial statements, the directors have also elected to comply with IFRSs, issued by the International Accounting Standards Board (IASB) 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed and whether the directors have also elected to comply with IFRSs, issued by the International Accounting Standards Board, 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

TRADING CROSS CONNECTS UK LIMITED
Directors' Report for the period ended 31 March 2010

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.

AUDITORS

The company appointed PricewaterhouseCoopers LLP as auditors on the 29 April 2009. They have indicated their willingness to continue in office and are deemed reappointed in the next financial year.

SUBSEQUENT EVENTS

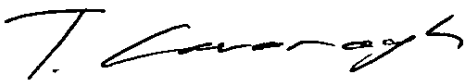
Subsequent to year end, the company met a "milestone" set forth in the formation documents. As a result ICAP Holdings Limited transferred an additional \$1.75m to the company as a capital contribution on 10 May 2010.

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.

By Order of the Board



T Cavanagh

Secretary

26 October 2010

TRADING CROSS CONNECTS UK LIMITED

Independent Auditors' Report to the members of Trading Cross Connects UK Limited

We have audited the financial statements of Trading Cross Connects UK Limited for the period ended 31 March 2010 which comprise the Income Statement, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, the Statement of Cash Flow and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 1, 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

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 March 2010 and of its profit and cash flows for the period then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

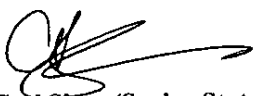
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period 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



Carl Sizer (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
26 October 2010

TRADING CROSS CONNECTS UK LIMITED
Income Statement for the period ended 31 March 2010

	<u>Note</u>	<u>Period</u> <u>ended</u> <u>31/3/2010</u> £'000
Revenue	1(c)	148
Administrative expenses		
Administrative expenses	4	(141)
Operating profit		<u>7</u>
Finance income		6
Profit before taxation		<u>13</u>
Taxation	5	(3)
Profit for the period		<u><u>10</u></u>

The operating profit of the company for the period is derived from continuing operations

Statement of Comprehensive Income for the period ended 31 March 2010

	<u>Period</u> <u>Ended</u> <u>31/3/2010</u> £'000
Profit for the period	10
Total comprehensive income for the period	<u><u>10</u></u>

The notes on pages 8 to 14 are an integral part of these financial statements

TRADING CROSS CONNECTS UK LIMITED
Balance Sheet as at 31 March 2010

	<u>Note</u>	<u>As at</u> <u>31/3/2010</u> £'000
Non-current assets		
Property and equipment	7	62
Current assets		
Trade and other receivables	8	1,645
Cash and cash equivalents	9	488
Total assets		<u>2,195</u>
Current liabilities		
Trade and other payables	10	(34)
Net assets		<u>2,161</u>
Equity		
Called up share capital	11	-
Share premium		2,151
Retained earnings		10
Total equity		<u>2,161</u>

The notes on pages 8 to 14 are an integral part of these financial statements

The financial statements on pages 4 to 14 were approved by the board of directors on 26 October 2010 and were signed on its behalf by



S Caplen

Director

TRADING CROSS CONNECTS UK LIMITED
Statement of Changes in Equity as at 31 March 2010

	<u>Called up share capital (note 11) £'000</u>	<u>Share premium £'000</u>	<u>Retained earnings £'000</u>	<u>Total £'000</u>
As at 29 April 2009	-	-	-	-
Shares issued during the period	-	2,151	-	2,151
Total comprehensive income for the period	-	-	10	10
As at 31 March 2010	<u>-</u>	<u>2,151</u>	<u>10</u>	<u>2,161</u>

The notes on pages 8 to 14 are an integral part of these financial statements

TRADING CROSS CONNECTS UK LIMITED
Cash Flow Statement for the period ended 31 March 2010

	<u>As at</u> <u>31/3/2010</u> £'000
Cash flows from operating activities	
Profit before taxation	13
Adjustments for	
Depreciation of tangible fixed assets	8
Net finance income	(6)
	<u>15</u>
<i>Operating cashflows before movements in working capital</i>	
Increase in other receivables	(1,645)
Increase in other payables	31
	<u>(1,599)</u>
Cash flows from investing activities	
Purchase of tangible fixed assets	(70)
Interest received	6
	<u>(64)</u>
Net cash flows used in investing activities	
Cash flows from financing activities	
Proceeds from issue of ordinary shares	2,151
	<u>2,151</u>
Net cash from financing activities	
Net increase in cash and cash equivalents	488
Net cash and cash equivalents at beginning of period	-
	<u>488</u>
Net cash and cash equivalents at end of period	<u><u>488</u></u>

The notes on pages 8 to 14 are an integral part of these financial statements

TRADING CROSS CONNECTS UK LIMITED

Notes to the financial statements for the period ended 31 March 2010

1. PRINCIPAL ACCOUNTING POLICIES

a) Basis of preparation

The financial statements have been prepared in accordance with IFRS adopted by the EU, IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS and therefore comply with Article 4 of the EU 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 financial statements are prepared in pound sterling, which is the functional currency of the company.

b) Recent accounting developments

The following new standards and amendments to standards are mandatory for the first time for the financial period beginning 29 April 2009 and are considered relevant to the company:

IAS1 (revised), "Presentation of financial statements", allows entities to choose whether to present one performance statement (the statement of comprehensive income) or two statements: an income statement and a statement of comprehensive income. The company has elected to present the latter. Comparative information has been re-presented so that it also conforms with the revised standard.

Amendments to IFRS7, "Financial instruments: Disclosures", which requires enhanced disclosure about fair value measurement and liquidity risk. In particular, the amendment requires disclosure of fair value measurements by a level of a fair value hierarchy. The amendment has had no impact on the results of the company.

The following new standards and amendments to standards and interpretations have been issued, but are not effective for the financial period beginning 29 April 2009 and have not been early adopted, but are considered relevant to the company:

IFRS9, "Financial Instruments" addresses clarification and measurement of financial assets, as the first phase of the replacement of IAS39 "Financial Instruments: Recognition and Measurement" and is effective for annual periods beginning after 1 January 2013, subject to EU endorsement. The impact on the company's financial statements of the future adoption of this standard is still under review.

c) Revenue

The revenue of the company is mainly derived in the United Kingdom from commission and profit sharing agreements with external customers.

d) 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.

e) Trade receivables

Trade receivables are recognised on invoice date and measured at amortised cost.

f) 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.

TRADING CROSS CONNECTS UK LIMITED

Notes to the financial statements for the period ended 31 March 2010

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

g) Property, plant and equipment

Property, plant and equipment is stated at historical cost less provision for any impairment in its value and accumulated depreciation. Property, plant and equipment is depreciated on a straight line basis over its expected useful economic life as follows:

Fixtures, fittings and equipment - 3-5 years

The company reviews its depreciation rates regularly to take account of any changes in circumstances. These rates are determined upon consideration of factors such as the expected rate of technological development and anticipated usage levels. Depreciation is charged against assets from the date at which the company begins to derive economic benefit from the asset.

h) Financial assets

Financial assets are classified as "available-for-sale" or "loans and receivables" on initial recognition.

Available-for-sale available-for-sale financial assets are debt and equity non-derivative financial assets and are initially recognised at fair value. Any subsequent changes in fair value are recognised directly in equity. When an investment is disposed of or is determined to be impaired, any cumulative gain or loss previously recognised in equity is transferred to the income statement. For equity financial assets, where the fair value cannot be reliably measured, the assets are held at cost less any provision for impairment. These assets are generally expected to be held for the long term and are included in non-current assets. Assets such as shares or seats in exchanges, cash-related instruments, and long-term equity investments that do not qualify as associates or joint ventures are classified as available-for sale.

Loans and receivables loans and receivables are non-derivative financial instruments which have a fixed or easily determined value. They are recognised at cost, less any provisions for impairment in their value. These assets are included in trade and other receivables (note 1).

i) 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.

j) Share capital

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

Financial risk factors

The company's activities expose it to a variety of financial risks, including liquidity, interest rate, foreign exchange and credit risk. 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 Finance Committees, and also by regional and market risk committees. The company does not manage its own financial risk framework.

TRADING CROSS CONNECTS UK LIMITED
Notes to the financial statements for the period ended 31 March 2010

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial assets and liabilities

The company's financial assets are analysed below

Classification of financial assets as at 31 March 2010

Financial assets	<u>Loans and receivables</u>
	£'000
Amounts owed by fellow subsidiary undertakings	1,318
Trade Receivables	163
Other debtors	164
	<u>1,645</u>

a) Market risk

Foreign exchange risk

The company is exposed to both transactional and translational fluctuations in the value of financial instruments due to exchange rate movements

Transactional exposure arises from administrative and other expenses and remittance of funds in currencies other than the company's functional currency (Sterling), principally United States dollars. Whilst it is the Group policy to hedge such foreign exchange exposures using derivative financial instruments at a Group level, the company remains exposed to these exposures.

Translational exposure arises on the conversion of the foreign currency denominated assets and liabilities into sterling. The Group hedges up to 100% of its translational exposure at a Group level, but the company is exposed to the impact of exchange rate movements.

It is estimated that a 10 cent increase in the exchange rates of the United States dollar would have an unfavourable impact of £81,544 on the company's income statement and equity.

Interest rate risk

The company's interest rate risk arises from cash and cash equivalents and loans to fellow subsidiaries where changes in market rates can have an adverse impact on cash flows and income streams. Interest rate risk is monitored at a Group level by the Treasury Committee. In terms of cash and other interest bearing investments and loans, the company must comply with the Group Investment Policy. Limits are in place to restrict the amount that can be invested at one institution and all investments must be credit rated AA or above and be for less than 18 months, unless approved by the Treasury Committee.

The company estimates that an increase of 0.1% in interest rates would have a favourable impact of £1,301 on the company's income statement and equity.

Price risk

The company has no exposure to price risk.

b) 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 has no significant concentrations of credit risk and the maximum exposure is limited to other receivables (note 1). The company's policy is to limit exposure by netting balances. All group undertakings are party to a netting agreement.

TRADING CROSS CONNECTS UK LIMITED
Notes to the financial statements for the period ended 31 March 2010

2. FINANCIAL RISK MANAGEMENT (CONTINUED)

c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and ensuring the availability of funding through an adequate amount of committed credit. This is important to ensure that the company can meet all present and future financial obligations as they fall due and comply with regulatory requirements. The Finance Committee monitors free cash resources ensuring that all companies within the Group maintain sufficient resources to finance their operations and that all investments comply with the Group Investment Policy. This dictates borrowing and investing limits based on an institutions credit rating and the nature of financial instruments that can be held.

The company's exposure to liquidity risk is not significant.

d) 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. The fair values of financial instruments are determined as per the company's accounting policies above.

As at 31 March 2010 there are no assets or liabilities whose carrying value was not a reasonable approximation of its fair value, due to their short term nature.

3. KEY ACCOUNTING JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The company makes various judgements in applying its accounting policies and various assumptions and estimates, including about the future, when determining the carrying value of certain assets and liabilities. As at 31 March 2010 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 period.

4. ADMINISTRATIVE EXPENSES

Administrative expenses borne directly by the company included the following

	<u>Period ended 31/3/2010 £'000</u>
Depreciation	8
Auditors' remuneration	14
Professional fees	137
Exchange gain	(88)
Office cost	63
Other	7
	<u>141</u>

Auditors' remuneration in the UK of £14,350 has been borne by the company on behalf of the Trading Cross Connects sub group.

Fees paid to the company's auditor, PricewaterhouseCoopers LLP, and its associates for services other than the statutory audit of the company are not disclosed in the company's accounts since the consolidated accounts of the company's ultimate parent, ICAP plc, are required to disclose non-audit fees on a consolidated basis.

TRADING CROSS CONNECTS UK LIMITED
Notes to the financial statements for the period ended 31 March 2010

5. DIRECTORS' REMUNERATION

No fees were paid to the directors in respect of services to the company during the period

During the current period, the directors received no remuneration in respect of their services as directors of the company

6. TAXATION

	<u>Period ended 31/3/2010</u> £'000
(a) Analysis of tax charge for the period	
Current taxation	3
UK corporation tax	-
Adjustment to prior periods	-
	<u>3</u>
(b) Factors affecting the taxation charge for the period	
Profit before taxation	<u>13</u>
Profit multiplied by standard rate of corporation tax in the UK of 28%	3
Adjustment to prior periods	-
Tax charge for the period	<u>3</u>

7. PROPERTY AND EQUIPMENT

	<u>Fixtures, fittings and equipment</u> £'000
Cost	
As at 29 April 2009	-
Additions	70
Disposals	-
As at 31 March 2010	<u>70</u>
Depreciation	
As at 29 April 2009	-
Charge for the period	8
As at 31 March 2010	<u>8</u>
Net book value	
As at 31 March 2010	<u>62</u>

TRADING CROSS CONNECTS UK LIMITED
Notes to the financial statements for the period ended 31 March 2010

8. TRADE AND OTHER RECEIVABLES

	<u>As at</u> <u>31/3/2010</u> £'000
Amount owed by fellow subsidiary undertaking (note 12)	1,318
Trade debtors	163
Other debtors	164
	<u>1,645</u>

9. CASH AND CASH EQUIVALENTS

	<u>As at</u> <u>31/3/2010</u> £'000
Cash at bank and in hand	488
	<u>488</u>

10. TRADE AND OTHER PAYABLES

	<u>As at</u> <u>31/3/2010</u> £'000
Accrued expenses	10
Amounts owed to fellow group subsidiary undertakings (note 12)	7
Corporation tax	3
Other payables	14
	<u>34</u>

11. CALLED UP SHARE CAPITAL

	<u>As at</u> <u>31/3/2010</u> £
Authorised share capital 100 ordinary shares of £1 each	100
	<u>100</u>
Allotted and fully paid share capital 50 ordinary shares of £1 each	50
	<u>50</u>

TRADING CROSS CONNECTS UK LIMITED

Notes to the financial statements for the period ended 31 March 2010

12. RELATED PARTY TRANSACTIONS

Parent undertaking

The company's immediate parent undertaking is Trading Cross Connects Holdings Limited, which does not prepare consolidated financial statements

The company's ultimate parent undertaking is ICAP plc, which heads the smallest and largest group of undertakings of which the company is a member that prepares consolidated financial statements. Copies of the consolidated financial statements of ICAP plc can be obtained from the Company Secretary, ICAP plc, 2 Broadgate, London, EC2M 7UR

Related Party Transactions

During the period ended 31 March 2010, the company entered into transactions with related parties who are members of the group

	<u>Royalties paid</u> £'000
Fellow subsidiary undertakings	7

The company had the following outstanding balances owed by/(to) related parties who are members of the group

	<u>As at</u> <u>31/3/2010</u> £'000
Fellow group subsidiary	1,318
Fellow group subsidiary	(7)

All UK domiciled group undertakings are party to a netting agreement

The intercompany loan carries interest at LIBOR plus 50 bps. The loan has no fixed repayment date, however the Company must provide 30 days written notice if the facility is terminated

All other balances are unsecured, non-interest bearing and have no fixed terms of repayment

Remuneration of key management personnel

There are no key management personnel other than the directors of the company. Directors' remuneration is disclosed in note 5

13. SUBSEQUENT EVENTS

Subsequent to year end, the company met a "milestone" set forth in the formation documents. As a result ICAP Holdings Limited transferred an additional \$1.75m to the company as a capital contribution on 10 May 2010