

000006/740.

PYRUS INVESTMENTS LIMITED

Report and Financial Statements
For the year ended 31 December 2010



REGISTERED NUMBER IN CAYMAN ISLANDS CR109646
REGISTERED NUMBER IN ENGLAND AND WALES: FC024184

DIRECTORS' REPORT
For the year ended 31 December 2010

The Directors present their report together with the audited financial statements for the year ended 31 December 2010

Change in accounting framework

The financial statements have been prepared in accordance with the Overseas Companies Regulations 2009 (SI 2009/1801) made under section 1049 of the Companies Act 2006 (the "Regulations"). The Company has applied Section 396 of the Companies Act 2006, as modified by the Regulations, in producing overseas companies individual accounts

This is the first set of financial statements prepared by the Company in accordance with the Regulations

Previously the Company prepared its financial statements in accordance with International Financial Reporting Standards ("IFRSs") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), as published by the International Accounting Standards Board ("IASB") and in accordance with the IFRSs and IFRIC interpretations as adopted by the European Union

The directors have changed the accounting framework following an internal assessment on preparing financial statements under IFRS. The directors concluded that preparation of financial statements under IFRSs entailed a disproportionate expense to the benefit arising. Following this, the directors elected to prepare accounts under the Regulations

Review of business and future outlook

The principal activity of the Company is to act as an investment company. No significant change in this activity is envisaged in the foreseeable future and the directors expect the company's performance to be in line with the current period

The Directors have reviewed the Company's business and performance and consider it to be in line with expectations for the year. The Directors consider that the Company's position at the end of the year is consistent with the size and complexity of the business

Given the 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

Results and dividends

During the year, the Company made a profit after taxation of \$4,593,095 (2009: \$8,781,992). No dividend was recommended in respect of the ordinary shares in 2010 (period from 2 January 2009 to 31 December 2009: \$nil). The Directors consider that the performance of the Company has been satisfactory during the year

DIRECTORS' REPORT

For the year ended 31 December 2010 (continued)

Directors

The Directors of the Company, who served during the period, together with their dates of appointment and resignation, where appropriate, are as shown below

D Lui	(resigned 25/06/2010)
S Ullman	
N Brand	
R Chandra	(appointed 29/06/2010)

Since year end A Shah and P Voisey were appointed as directors on 18 August 2011 and S Ullman resigned as a director on 19 August 2011

Directors' third party indemnity provisions

Qualifying third-party indemnity provisions were in force during the course of the year ended 31 December 2010 for the benefit of the then Directors and, at the date of this report, are in force for the benefit of the Directors in relation to certain losses and liabilities which they may incur (or have incurred) in connection with their duties/powers of office

Derivatives and financial instruments

The Company's Directors are required to follow the requirements of the Barclays Group risk management policy, which includes specific guidelines on the management of foreign exchange, Barclays Group risk management policies can be found in the financial statements of Barclays Bank PLC for the year ended 31 December 2010

Statement of Directors' Responsibilities

The following statement, which should be read in conjunction with the Auditors' Report, is made with a view to distinguishing for shareholders the respective responsibilities of the Directors and of the auditors in relation to the financial statements

The Directors are required by the Companies Act 2006, as applicable to overseas companies, to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year

The Directors consider that in preparing the financial statements

- the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates,
- that all the accounting standards which they consider to be applicable have been followed, and
- that the financial statements have been prepared on a going concern basis

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure the financial statements comply with the Companies Act 2006, as applicable to overseas companies

DIRECTORS' REPORT
For the year ended 31 December 2010

Statement of Directors' Responsibilities (continued)

Each of the Directors in office as at the date of this report confirms that


- there is no relevant audit information of which the Company's auditors are unaware, and
- he 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 auditors are aware of that information

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities

Independent Auditors

The Directors have appointed PricewaterhouseCoopers LLP as auditors to the company
PricewaterhouseCoopers have indicated their willingness to continue in office

BY ORDER OF THE BOARD



Director

Name P. Vasey

For and on behalf of

Pyrus Investments Limited

Date 09 November 2011

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PYRUS INVESTMENTS LIMITED

We have audited the financial statements of Pyrus Investments Limited for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared on the basis of preparation and accounting policies in notes 2 and 3 to the financial statements.

Respective responsibilities of the directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the basis of preparation and accounting policies in notes 2 and 3 to the financial statements and the Companies Act 2006 as applicable to overseas companies. 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.

This report, including the opinion, has been prepared for and only for the directors for management purposes and for no other purpose. We do not, in giving this opinion, 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, including without limitation under any contractual obligations of the company, 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 for the year ended 31 December 2010 have been properly prepared, in all material respects, in accordance with:

- the basis of preparation and accounting policies in note 2 and 3 to the financial statements, and
- the Companies Act 2006 as applicable to overseas companies.

Basis of preparation

Without modifying our opinion, we draw attention to note 2 to the financial statements which discloses the basis of preparation. The financial statements have been prepared for the directors for management purposes and may not be suitable for another purpose.



PricewaterhouseCoopers LLP
Chartered Accountants
London, United Kingdom
Date 10 November 2011

PYRUS INVESTMENTS LIMITED
REGISTERED NUMBER IN ENGLAND AND WALES FC024184

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2010

	Notes	31 December 2010 \$	31 December 2009 \$
Continuing operations			
Administration expenses		(5,366)	-
Other expenses		<u>3,555</u>	<u>11,951</u>
Operating (loss) / profit		(1,811)	11,951
Interest receivable and similar income	4	7,262,930	12,483,918
Fair value gain from assets reported at fair value through profit & loss	5	7,778	-
Interest payable and similar charges	6	<u>(5,177)</u>	<u>(4,768)</u>
Profit on ordinary activities before taxation		7,263,720	12,491,101
Tax on profit on ordinary activities	10	<u>(1,859,402)</u>	<u>(3,709,109)</u>
Profit on ordinary activities after taxation		<u>5,404,318</u>	<u>8,781,992</u>

Profit for the year is derived from continuing activities. The accompanying notes form an integral part of these financial statements. All recognised income and expenses have been reported in the profit and loss statement, hence no statement of comprehensive income has been included in the financial statements.

PYRUS INVESTMENTS LIMITED
REGISTERED NUMBER IN ENGLAND AND WALES FC024184

BALANCE SHEET AS AT 31 DECEMBER 2010

	Notes	31 December 2010 \$	31 December 2009 \$
ASSETS			
Non-current assets			
Financial assets designated at fair value	11	10,007,778	-
Total non-current assets		<u>10,007,778</u>	<u>-</u>
Current assets			
Debtors falling due within one year	12	2,064,330,718	2,069,458,928
Total current assets		<u>2,064,330,718</u>	<u>2,069,458,928</u>
TOTAL ASSETS		<u>2,074,338,496</u>	<u>2,069,458,928</u>
LIABILITIES			
Current liabilities			
Current tax liability	13	(2,936,804)	(3,461,554)
Total current liabilities		<u>(2,936,804)</u>	<u>(3,461,554)</u>
TOTAL LIABILITIES		<u>(2,936,804)</u>	<u>(3,461,554)</u>
Net current assets		<u>2,061,393,914</u>	<u>2,065,997,374</u>
NET ASSETS		<u>2,071,401,692</u>	<u>2,065,997,374</u>
SHAREHOLDERS' EQUITY			
Called up share capital	14	9,100	9,100
Share premium	14	909,990,900	909,990,900
Reserves		<u>1,161,401,692</u>	<u>1,155,997,374</u>
Total Shareholders' funds		<u>2,071,401,692</u>	<u>2,065,997,374</u>

A reconciliation of movement in shareholders' funds is given in note 15 The notes 1 to 17 to the accounts form an integral part of these financial statements

The financial statements were approved by the board of Directors and authorised for issue on 09 November 2011 and were signed on its behalf by


Name P. Vaisey
Date 09 November 2011

NOTES TO THE FINANCIAL STATEMENTS

1 REPORTING ENTITY

The financial statements are prepared for Pyrus Investments Limited, the principal activity of the Company is to act as an investment Company. The Company is wholly owned by Barclays PLC.

The Company is a limited company incorporated in the Cayman Islands. The Company's registered office is

Walker House
87 Mary Street
George Town
Grand Cayman
KY1-9005
Cayman Islands

2. ACCOUNTING FRAMEWORK

The financial statements have been prepared in accordance with the Overseas Companies Regulations 2009 (SI 2009/1801) made under section 1049 of the Companies Act 2006 (the "Regulations"). The Company has applied Section 396 of the Companies Act 2006, as modified by the Regulations, in producing overseas companies individual accounts.

The Company applies the measurement and recognition requirements of International Financial Reporting Standards ("IFRS") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), as published by the International Accounting Standards Board ("IASB") and in accordance with the IFRSs and IFRIC interpretations as adopted by the European Union.

However, for presentation and disclosure purposes, the directors have adopted the requirements under the Regulations and selected disclosures under IFRS which the directors deem to be relevant in understanding its state of affairs. As a result, the following items which are required under IFRS are not included in these financial statements:

- | | |
|---|--|
| 1 | Statement of Changes in Equity, |
| 2 | Statement of Cash flows, |
| 3 | Capital Management note, |
| 4 | IFRS 7 Financial Instruments Disclosures to the extent they are not relevant in assessing the Company's state of affairs |

The preparation of these financial statements in conformity with the Regulations requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The Company has made full retrospective application of Section 396 as modified by SI 2009/1801 of Companies Act 2006 for presentation and disclosure purposes in its Financial Statements.

3. ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied.

Basis of preparation

The financial statements have been prepared under the historical cost convention modified to include the fair valuation of certain financial instruments. They are stated in US dollars, which is the Company's functional and presentation currency.

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. ACCOUNTING POLICIES (continued)

Going concern

After reviewing the Company's performance and taking into account the support available from Barclays Bank PLC, the directors are satisfied that the Company has adequate access to resources to enable it to meet its obligations and to continue in operational existence for the foreseeable future. For this reason, the directors have adopted the going concern basis in preparing these financial statements.

Revenue recognition

Revenue is recognised in the profit and loss account when it is probable that the economic benefits associated with the transaction will be received by the Company. Revenue is reported at the fair value of the consideration received or receivable.

Interest

Interest income or expense is recognised on all interest bearing financial instruments classified as held to maturity, available for sale or other loans and advances, and on interest bearing financial liabilities, using the effective interest method.

The effective interest rate is the rate that exactly discounts the expected future cash payments or receipts through the expected life of the financial instrument, or when appropriate, a shorter period, to the net carrying amount of the instrument. The application of the method has the effect of recognising income (and expense) receivable (or payable) on the instrument evenly in proportion to the amount outstanding over the period to maturity or repayment.

Foreign exchange

Foreign currency transactions are translated into US dollars using the spot exchange rates prevailing at the dates of the transactions.

Monetary items denominated in foreign currencies are translated into functional currency at the spot rate prevailing on the balance sheet date. All exchange gains and losses are recognised in the profit and loss account.

Taxation

Taxation payable on taxable profits is recognised as an expense in the period in which the profits arise. Income tax recoverable on tax allowable losses is recognised as an asset only to the extent that it is regarded as probable that it is recoverable by offset against current or future taxable profits.

Current tax assets and liabilities are only offset when they arise in the same tax reporting group and where there is both the legal right and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Loans and advances

Loans and advances are recorded on balance sheet according to the substance of the contractual arrangement entered into. Loans and advances are initially recorded at fair value including direct and incremental transaction costs. They are subsequently valued at amortised cost, less any amounts that have been provided for to reflect impairment in the value of the investment, where there is objective evidence of impairment. Income is recognised in the profit and loss account, using the effective interest rate which discounts estimated future cash flows through the life of the financial asset to that asset's net carrying value.

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. ACCOUNTING POLICIES (continued)

Financial instruments at fair value through profit or loss

Financial instruments (assets and liabilities) are classified in this category if they are held for trading or if they are designated as such under the fair value option. Instruments are classified as held for trading if they are

- a) acquired principally for the purposes of selling or repurchasing in the near term,
- b) part of a portfolio identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short term profit taking, or
- c) a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument

Financial instruments included in this category are recognised initially at fair value and transaction costs are taken directly to the profit and loss account. They are subsequently held at fair value with gains and losses arising from changes in fair value are included directly in the profit and loss account.

Financial liabilities

Financial liabilities are initially recognised at fair value including direct and incremental transaction costs. They are subsequently measured at amortised cost, except for trading liabilities and liabilities designated at fair value, which are held at fair value through profit or loss. Financial liabilities are derecognised when extinguished.

Share capital

Share capital classified as equity, provided that there is no present obligation to deliver cash or another financial asset to the holder, is shown in called up share capital, and the costs associated with the issuance of shares are recorded as a deduction from equity.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2010	2009
	\$	\$
Other interest receivable	844,479	-
Interest receivable from group undertakings	6,418,451	12,483,918
	<u>7,262,930</u>	<u>12,483,918</u>

5. FAIR VALUE GAIN FROM ASSETS REPORTED AT FAIR VALUE THROUGH PROFIT & LOSS

	2010	2009
	\$	\$
Fair value gain on preference shares	7,778	-
	<u>7,778</u>	<u>-</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2010	2009
	\$	\$
Interest payable to group undertakings	5,177	4,768
	<u>5,177</u>	<u>4,768</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

7 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The audit fee is borne by another group company. Although the audit fee is borne by another group company, the fee that would have been charged to the Company amounts to \$4,120 for the year (2009 \$5,832). This fee is not recognised as an expense in the financial statements.

8. DIRECTORS' EMOLUMENTS

The Directors did not receive any emoluments in respect of their services to the Company during the year (2009 £nil).

9 STAFF COSTS

There were no employees employed by the Company during 2010 or 2009.

10 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2010 \$	2009 \$
UK corporation tax	1,859,402	-
Tax charge on profit on ordinary activities	1,859,402	-

The overall tax charge (2009 charge) is explained in the following table:

	2010 \$	2009 \$
Profit on ordinary activities before taxation	7,263,720	12,491,101
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28.0% (2009 28%)	2,033,842	3,497,508
Effects of:		
Non-taxable items	(2,178)	-
Foreign exchange	(172,262)	211,601
Current tax charge	1,859,402	3,709,109

The UK corporation tax charge is based on a UK corporation tax rate of 28% (2009 28%).

11. INVESTMENTS IN GROUP UNDERTAKINGS

	2010 \$	2009 \$
Fair value gains on investment in preference shares	7,778	-
Investment in preference shares	10,000,000	-
	10,007,778	-

PYRUS INVESTMENTS LIMITED

REGISTERED NUMBER IN ENGLAND AND WALES FC024184

NOTES TO THE FINANCIAL STATEMENTS (continued)**11. INVESTMENTS IN GROUP UNDERTAKINGS (continued)**

On 17 March 2010, the Company subscribed to 10,000 Class A Shares of Analytical Trade Investments LLC, a Delaware limited liability company, for consideration of US \$10,000,000. The Class A Shares issued by Analytical Trade Investments LLC and held by Pyrus Investments Limited are elected to be held at fair value. The Directors believe that the carrying value of the investment is supported by their underlying net assets.

12. DEBTORS FALLING DUE WITHIN ONE YEAR

	2010	2009
	\$	\$
Amounts owed by group undertakings - cash	2,683,904	17,923
Amounts owed by group undertakings - accrued interest	257,758	220,970
Amounts owed by group undertakings - deposit principal	2,061,389,056	2,069,220,034
Debtors falling due within one year	<u>2,064,330,718</u>	<u>2,069,458,928</u>

13. CREDITORS FALLING DUE WITHIN ONE YEAR

	2010	2009
	\$	\$
Group relief payable	<u>2,936,804</u>	<u>3,461,554</u>
Creditors falling due within one year	<u>2,936,804</u>	<u>3,461,554</u>

14. CALLED UP SHARE CAPITAL

	Number of shares	Ordinary shares	Share Premium	Total
		\$	\$	\$
As at 1 January 2010	910,000	9,100	909,990,900	910,000,000
Shares issued	-	-	-	-
Repurchase of shares	-	-	-	-
As at 31 December 2010	<u>910,000</u>	<u>9,100</u>	<u>909,990,900</u>	<u>910,000,000</u>
As at 1 January 2009	910,000	9,100	909,990,900	910,000,000
Shares issued	-	-	-	-
Repurchase of shares	-	-	-	-
As at 31 December 2009	<u>910,000</u>	<u>9,100</u>	<u>909,990,900</u>	<u>910,000,000</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

14. CALLED UP SHARE CAPITAL (continued)

	2010	2009
	\$	\$
32,000,000 ordinary shares of \$0.01 each	320,000	320,000
4,000 redeemable unlimited shares of \$0.01 each	40	40
	<u>320,040</u>	<u>320,040</u>
 Allotted and fully paid		
910,000 ordinary shares of \$0.01 each	<u>9,100</u>	<u>9,100</u>
 Share premium		
910,000 ordinary shares of \$999.99 each	<u>909,990,900</u>	<u>909,990,900</u>

The redeemable unlimited shares are redeemable at any time by the Company and rank after all other classes of shares in a return of capital on liquidation or dissolution of the Company. The redeemable unlimited shares confer no voting rights on the holder.

The ordinary shareholders carry 100% of the voting rights of the Company.

15 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2010	2009
	\$	\$
Authorized		
Retained profit for the year	<u>5,404,318</u>	<u>8,781,992</u>
Increase in shareholders' funds	5,404,318	8,781,992
Opening shareholders' funds	<u>2,065,997,374</u>	<u>2,057,215,382</u>
Closing shareholders' funds	<u>2,071,401,692</u>	<u>2,065,997,374</u>

16. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operational decisions, or one other party controls both.

The definition of related parties includes parent company, ultimate parent company, subsidiary, as well as the Company's key management which includes its Directors.

Barclays Bank PLC is the parent undertaking and controlling party. During the period there have been no other transactions with related parties other than transactions disclosed in Notes 4, 5, 6, 9, 10, 11, 12, and 13.

PYRUS INVESTMENTS LIMITED

REGISTERED NUMBER IN ENGLAND AND WALES FC024184

NOTES TO THE FINANCIAL STATEMENTS (continued)

17 PARENT UNDERTAKING AND ULTIMATE PARENT COMPANY

The parent undertaking of the smallest group that presents group accounts is Barclays Bank PLC. The ultimate parent company and controlling party is Barclays PLC, which is the parent company of the largest group that presents group accounts. Barclays Bank PLC's and Barclays PLC's statutory accounts are available from Barclays Corporate Secretariat, 1 Churchill Place, London E14 5HP.