Registered number
6518721

Imperium Centre Limited

Report and Financial Statements

31 December 2012

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Imperium Centre Limited
Report and Financial Statements
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Imperium Centre Limited
Registered number: 6518721
Directors' Report

The directors present their report and audited financial statements for Imperium Centre Limited (the "Company") for the year ended 31 December 2012

Principal activities
The Company owns and operates a data centre in Basildon, Essex and provides the use of this infrastructure to fellow NYSE Euronext group companies

Review of the business
The results for the year are set out in the profit and loss account The loss after taxation for the year of £359,000 (2011 profit of £329,000) has been transferred to reserves

The Company completed the fit out of the new data centre in Basildon in 2010 In 2011, the Company started providing the use of the data centre infrastructure to fellow group companies within the NYSE Euronext group All of the matching engines for NYSE Euronext markets in Europe are now consolidated in the Basildon facility

The Company also provides infrastructure for 'colocation' i e allowing NYSE Euronext customers (including proprietary trading firms, hedge funds and other buy-side and sell-side traders) to host their trading platforms directly in the data centre and gain high-speed access to NYSE Euronext matching engines

Principal risks and uncertainties
Operational risks The Company is reliant on the NYSE Euronext group to make use of the data-centre infrastructure The Company is therefore indirectly exposed to wider exchange related risks such as a possible slowdown in trading activity, competition from other exchanges, and an outage stopping access to the electronic trading platform because of a technological problem or as a result of a wider threat to the infrastructure of the City of London or Basildon

Financial risks The Company is exposed to financial risks including credit, liquidity, interest rate and foreign exchange rate risks The Company has in place risk management policies which seek to limit potential adverse effects on the financial performance of the Company by monitoring the levels of cash and investments held

Dividends
The directors do not recommend payment of a dividend (2011 £nil)

Directors
The directors of the Company who were in office during the year and up to the date of signing the financial statements are

D L Bruce
N E Carew Hunt
M S Ibbotson
J A Lee

Directors' responsibilities statement
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 prepared 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

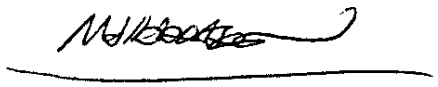
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies 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

Disclosure of information to auditors
Each person who was a director at the time this report was approved confirms that

- so far as he is aware, there is no relevant audit information of which the Company's auditor is 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 auditor is aware of that information

Independent auditors
The auditor in office will be deemed to have been re-appointed pursuant to section 487(2) of the Companies Act 2006 unless the members or directors resolve otherwise

This report was approved by the board on 15 May 2013 and signed on its behalf



M S Ibbotson
Director

Registered office
Cannon Bridge House
1 Cousin Lane
London EC4R 3XX

Imperium Centre Limited

Independent auditors' report to the members of Imperium Centre Limited

We have audited the financial statements of Imperium Centre Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 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)

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities set out on page 2, 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

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 In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on the 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 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters 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

Philip Tew (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

15 May 2013

Imperium Centre Limited
Profit and Loss Account
for the year ended 31 December 2012

	Notes	2012 £'000	2011 £'000
Turnover		8,677	10,530
Administrative expenses		(8,124)	(9,711)
Operating profit	2	553	819
Interest payable and similar charges		(14)	(4)
Profit on ordinary activities before taxation		539	815
Tax on profit on ordinary activities	4	(898)	(486)
(Loss)/profit for the financial year		(359)	329

All results of the Company derive from continuing operations

The profit and loss account includes all recognised gains and losses for the years, and therefore no separate statement of total recognised gain and loss has been presented

Imperium Centre Limited
Balance Sheet
as at 31 December 2012

	Notes	2012 £'000	2011 £'000
Fixed assets			
Tangible assets	5	113,210	115,906
Current assets			
Debtors	6	6,845	10,721
Cash at bank and in hand	7	1,311	1,152
		8,156	11,873
Creditors: amounts falling due within one year	8	(683)	(77,630)
Net current assets/(liabilities)		7,473	(65,757)
Total assets less current liabilities		120,683	50,149
Provisions for liabilities			
Deferred taxation	9	(3,094)	(2,201)
Net assets		117,589	47,948
Capital and reserves			
Called up share capital	10	-	-
Profit and loss account	11	117,589	47,948
Total shareholders' funds	12	117,589	47,948

These financial statements on pages 4 to 9 were approved by the Board of Directors on 15 May 2013 and signed on their behalf by

M S Ibbotson
Director

Imperium Centre Limited
Notes to the Financial Statements
for the year ended 31 December 2012

1 Accounting policies

Basis of preparation
The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable Accounting Standards in the United Kingdom The principal accounting policies, which have been applied consistently throughout the year, are set out below

Cash flow statement and related party disclosure
The Company is exempt under Financial Reporting Standard ("FRS") 1 from preparing a cash flow statement as it is a wholly owned subsidiary within the group headed by NYSE Euronext The consolidated cash flow statement, which includes the Company, can be found in the publicly available group financial statements of NYSE Euronext

The Company is also exempt under the terms of FRS 8, from disclosing related party transactions with wholly owned entities that are part of NYSE Euronext group

Revenue recognition
Revenues are mainly attributable to provision of data centre services to the NYSE Euronext group undertakings which are recognised as income over the period in which services are provided

Tangible fixed assets and depreciation
Fixed assets are capitalised and are stated at the lower of cost and recoverable amount, where recoverable amount is the higher of net realisable value and value in use

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows

Land, buildings and building improvements	40 years straight-line
Fixtures, machinery and equipment	10 to 25 years straight-line

Deferred taxation
Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes Deferred tax is calculated at the tax rates which are expected to apply in the periods when the timing differences will reverse

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

2 Operating profit

	2012 £'000	2011 £'000
This is stated after charging		
Depreciation of fixed assets	4,128	4,205
Auditors' remuneration for audit services	16	16

The Company has no employees (2011 nil)

3 Directors' emoluments

The Company paid no remuneration to directors during the year (2011 £nil) No remuneration was paid to directors by other group undertakings in respect of services to the Company (2011 £nil)

4 Tax on profit on ordinary activities

	2012 £'000	2011 £'000
Analysis of charge in year		
Current tax		
UK corporation tax on profits of the year	(660)	(1,411)
Adjustments in respect of previous years	665	-
	5	(1,411)
Deferred tax		
Origination and reversal of timing differences	893	1,897
	893	1,897
Tax on profit on ordinary activities	898	486

Factors affecting tax credit for the year
The differences between the tax assessed for the year and the standard rate of corporation tax are explained as follows

	2012 £'000	2011 £'000
Profit on ordinary activities before tax	539	815
Standard rate of corporation tax in the UK	24 5%	26 5%
	£'000	£'000
Profit on ordinary activities multiplied by the standard rate of corporation tax	132	216
Effects of		
Capital allowances for the year in excess of depreciation	(792)	(1,627)
Adjustments in respect of previous years	665	-
Current tax charge/ (credit) for year	5	(1,411)

Factors that may affect future tax charges
With effect from 1 April 2012, the standard rate of corporation tax was reduced from 26% to 24% With effect from 1 April 2013, this rate was further reduced to 23%

5 Tangible fixed assets

	Land, buildings and building improvements £'000	Fixtures, machinery & equipment £'000	Total £'000
Cost			
At 1 January 2012	68,499	52,459	120,958
Additions	236	1,196	1,432
At 31 December 2012	68,735	53,655	122,390
Accumulated depreciation			
At 1 January 2012	1,724	3,328	5,052
Charge for the year	1,385	2,743	4,128
At 31 December 2012	3,109	6,071	9,180
Net book value			
At 31 December 2012	65,626	47,584	113,210
At 31 December 2011	66,775	49,131	115,906

The directors consider that the carrying value of land approximates its fair value

6 Debtors

	2012 £'000	2011 £'000
Amounts owed by group undertakings	5,950	8,005
Other debtors	167	27
Prepayments and accrued income	68	110
Corporation tax	660	2,579
	6,845	10,721

7 Cash at bank and in hand

	2012 £'000	2011 £'000
Cash deposited at a fellow group undertaking bank	1,311	1,139
Other cash balances	-	13
	1,311	1,152

8 Creditors: amounts falling due within one year

	2012 £'000	2011 £'000
Trade creditors	625	3,229
Amounts owed to group undertakings	-	73,638
Other creditors	-	676
Accruals and deferred income	58	87
	683	77,630

9 Deferred tax

	2012 £'000	2011 £'000
Difference between accumulated depreciation and capital allowances	3,094	2,201
Deferred tax balance	3,094	2,201

	2012 £'000	2011 £'000
At 1 January	2,201	304
Deferred tax charge in profit and loss account	893	1,897
At 31 December	3,094	2,201

10 Called up share capital

	Nominal value	2012 Number	2012 £	2011 £
Allotted, called up and fully paid				
Ordinary shares	£1 each	1	1	1

11 Profit and loss account

	2012 £'000
At 1 January 2012	47,948
Loss for the financial year	(359)
Capital contributions	70,000
At 31 December 2012	117,589

12 Reconciliation of movement in shareholders' funds

	2012 £'000	2011 £'000
At 1 January	47,948	47,619
(Loss)/profit for the financial year	(359)	329
Capital contributions	70,000	-
At 31 December	117,589	47,948

13 Controlling party

The immediate parent company is Euronext Holdings UK Limited, a company registered under England and Wales The ultimate parent company is NYSE Euronext, a company registered in Delaware, USA

NYSE Euronext is the parent company of the smallest and largest group of undertaking to consolidate the results of the Company The financial statements for NYSE Euronext are publicly available and may be obtained from NYSE Euronext, 11 Wall Street, New York, NY 10005, USA