



82-4904

3/5/2002

SUPPL

FEDERAL EXPRESS

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549-0405

*Garban PLC*

Re: ICAP plc - AVS No. 606137  
The Caledonia No. 1 Settlement Trust



PROCESSED

MAR 29 2002

THOMSON FINANCIAL

Ladies and Gentlemen:

On behalf of ICAP plc, in accordance with Rule 12g3-2(b) under the Securities Exchange Act, we are furnishing with this letter the attached information that ICAP plc has made public pursuant to the laws of England, has filed with the London Stock Exchange or has distributed to its shareholders.

Please acknowledge receipt of this information by stamping the enclosed copy of this letter and returning it to us in the enclosed stamped, self-addressed envelope.

Very truly yours,

*Roger C. Campbell*

Roger C. Campbell  
Senior Vice President &  
General Counsel

*dlw*  
*3/14*

RC:nj  
Enclosures

## Memorandum

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**To:** Charles Gregson  
Michael Spencer  
David Gelber  
Jim Pettigrew  
Declan Kelly  
Mike Sheard  
Edward Pank

**cc:** Roger Campbell (for US filing) – 001 201 369 6678  
Ed Knight – Merrill Lynch – 020 7772 2919

**From:** Helen Broomfield

**Date:** 4 March 2002

**Subject:** **Announcement to the Stock Exchange  
The Caledonia No. 1 Settlement Trust**

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Please find attached a copy of a letter sent to the London Stock Exchange Announcements Office today.

Kind regards



**Helen Broomfield**  
**Deputy Company Secretary**

Encs.

4 March 2002

Company Announcements Office  
Old Broad Street  
London  
EC2N 1HP

BY FAX 020 7588 6057

Dear Sirs

**ICAP plc – AVS No. 606137**  
**The Caledonia No. 1 Settlement Trust**

In accordance with Section 9.11 of the Listing Rules, please find attached a Schedule 10 notification in respect of a declaration received from the above pursuant to an interest in shares held by Section 203(2) CA 1985.

Would you kindly confirm receipt of the announcement by telephoning me on 020 7463 4388.

Yours faithfully



**Helen Broomfield**  
**Deputy Company Secretary**

Enc.

ICAP plc  
Park House  
16 Finsbury Circus  
London EC2M 7UH  
Tel +44 (0) 20 7638 7500  
Fax +44 (0) 20 7374 6743  
[www.icap.com](http://www.icap.com)

**SCHEDULE 10**

**NOTIFICATION OF MAJOR INTERESTS IN SHARES**

AVS NO 606137

All relevant boxes should be completed in block capital letters.

1. Name of company  <p style="text-align: center;"><b>ICAP PLC</b></p>		2. Name of shareholder having a major interest  <p style="text-align: center;"><b>THE CALEDONIA NO. 1 SETTLEMENT TRUST</b></p>	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18  <p style="text-align: center;"><b>AS IN 2</b></p>		4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them  <p style="text-align: center;"><b>J R HALE AND E J OSBORN</b></p>	
5. Number of shares/amount of stock acquired  <p style="text-align: center;"><b>N/A</b></p>	6. Percentage of issued class  	7. Number of shares/amount of stock disposed  <p style="text-align: center;"><b>300,000</b></p>	8. Percentage of issued class  <p style="text-align: center;"><b>0.30%</b></p>
9. Class of security  <p style="text-align: center;"><b>ORDINARY SHARES OF 60p EACH</b></p>		10. Date of transaction  <p style="text-align: center;"><b>01.03.02</b></p>	11. Date company informed  <p style="text-align: center;"><b>04.03.02</b></p>
12. Total holding following this notification  <p style="text-align: center;"><b>3,847,629</b></p>		13. Total percentage holding of issued class following this notification  <p style="text-align: center;"><b>3.83%</b></p>	
14. Any additional information  		15. Name of contact and telephone number for queries  <p style="text-align: center;"><b>HELEN BROOMFIELD 020 7463 4388</b></p>	
16. Name and signature of authorised company official responsible for making this notification  <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;">  </div> <div style="width: 50%;"> <p style="text-align: center;"><b>HELEN BROOMFIELD DEPUTY COMPANY SECRETARY</b></p> </div> </div> <p>Date of notification <b>4 March 2002</b></p>			

Company Announcements Office, Old Broad Street, London EC2N 1HT  
 Facsimile: 020 7588 6057, 020 7334 8964/8965/8966 (PLEASE DO NOT POST)  
 Enquiries: Company Monitoring and Enquiries; UK Listing Authority

THE TRUSTEES OF THE CALEDONIA NO.1 SETTLEMENT TRUST

TEL  
020-7802-8080

CAYZER HOUSE  
30 BUCKINGHAM GATE  
LONDON  
SW1E 6NN

FAX  
020-7802-8090

Our ref: EJO\ 204

4 March 2002

By Fax & Post

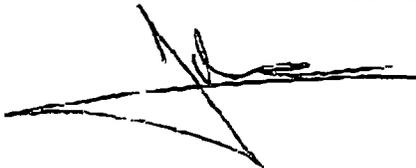
ICAP Plc  
Park House  
16 Finsbury Circus  
London  
EC2M 7UR  
Attn: Mr E Pank, Company Secretary

Dear Mr Pank

**Disclosure of Interest in Shares**

In accordance with the provisions of Sections 198 to 202 of the Companies Act 1985, as amended, we hereby give notice that following the sale of 300,000 ordinary shares in ICAP Plc on the 1st March 2002, the Caledonia No.1 Settlement Trust now has a beneficial holding of 3,847,629 ordinary 50p shares in your company representing 3.84% of the total issued ordinary share capital.

Yours sincerely  
The Trustees of the Caledonia No.1 Settlement Trust



J R Hale



E J Osborn