

Section 94

The Insolvency Act 1986

Form 4.71

Return of Final Meeting in a
Members' Voluntary Winding Up
Pursuant to Section 94 of the
Insolvency Act 1986

S94

To the Registrar of Companies

For Official Use

--	--	--

Company Number

02190875

Name of Company

FIL Nominees Limited

I / We
Sean K Croston
No 1 Dorset Street
Southampton
SO15 2DP

give notice that a general meeting of the company was ~~held~~ summoned for 19 October 2011 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of and that ~~the same was done accordingly~~ / no quorum was present at the meeting

Signed

SCA

Date 19 October 2011

Grant Thornton UK LLP
No 1 Dorset Street
Southampton
SO15 2DP

Ref F00421C/SKC/CMC/KNG/KXE/TXA/

For Official Use

Insolvency Sect

Post Room

THURSDAY



A23 20/10/2011 246
COMPANIES HOUSE

FIL Portfolio Management Limited
FIL Europe Limited
FIL Nominees Limited
Fidelity Administration Limited
Fidelity Brokerage Services Limited
Fidelity Investments Europe Limited
Fidelity International Investment Advisors (UK) Limited
Fidelity Investment Services Limited ("the Companies")
- all in member's voluntary liquidation

Report to members on the conduct of the liquidation

I refer to my appointment as liquidator of above named companies by their shareholder on 20 June 2011

I am now in a position to close the liquidations and to cease to act as liquidator and to report on the conduct of the liquidations to 19 October 2011, the date of the final meetings. I also attach

- Appendix 1, the information prescribed under the Insolvency Act 1986 relating to the Companies,
- Appendix 2, an extract from the Insolvency Rules 1986 relating to the members' rights to request additional information from the liquidator,
- Appendix 3, an account of my receipts and payments in the liquidations, and
- Appendix 4, an extract from the Insolvency Rules 1986 relating to members' rights to challenge the liquidator's fees if excessive

Realisation and distribution of assets

FIL Portfolio Management Limited

At the commencement of the liquidation and according to the company's declaration of solvency made on 20 June 2011, the company's assets comprised inter company debts totalling £2 due from FIL Investment Management Limited and Financial Administration Services Limited equally. By this report, we acknowledge that this amount has been distributed in specie to FIL Investment Management Limited and Financial Administration Services Limited, its shareholders.

FIL Europe Limited

At the commencement of the liquidation and according to the company's declaration of solvency made on 20 June 2011, the company's assets comprised inter company debts totalling £2 due from Financial Administration Services Limited and FIL Investment Services (UK) Limited equally. By this report, we acknowledge that this amount has been distributed in specie to Financial Administration Services Limited and FIL Investment Services (UK) Limited, its shareholders.

FIL Nominees Limited

At the commencement of the liquidation and according to the company's declaration of solvency made on 20 June 2011, the company's sole asset was an inter company debt totalling £2 due from FIL Investment Management Limited. By this report, we acknowledge that this amount has been distributed in specie to FIL Investment Management Limited, its parent company.

Fidelity Administration Limited

At the commencement of the liquidation and according to the company's declaration of solvency made on 20 June 2011, the company's sole asset was an inter company debt totalling £1 due from FIL Investment Management Limited. By this report, we acknowledge that this amount has been distributed in specie to FIL Investment Management Limited, its parent company

Fidelity Brokerage Services Limited

At the commencement of the liquidation and according to the company's declaration of solvency made on 20 June 2011, the company's sole asset was an inter company debt totalling £1 due from FIL Investment Management Limited. By this report, we acknowledge that this amount has been distributed in specie to FIL Investment Management Limited, its parent company

Fidelity Investments Europe Limited

At the commencement of the liquidation and according to the company's declaration of solvency made on 20 June 2011, the company's sole asset was an inter company debt totalling £1 due from FIL Investment Management Limited. By this report, we acknowledge that this amount has been distributed in specie to FIL Investment Management Limited, its parent company

Fidelity International Investment Advisors (UK) Limited

At the commencement of the liquidation and according to the company's declaration of solvency made on 20 June 2011, the company's sole asset was an inter company debt totalling £1 due from FIL Investment Management Limited. By this report, we acknowledge that this amount has been distributed in specie to FIL Investment Management Limited, its parent company

Fidelity Investment Services Limited

At the commencement of the liquidation and according to the company's declaration of solvency made on 20 June 2011, the company's sole asset was an inter company debt totalling £1 due from FIL Investment Management Limited. By this report, we acknowledge that this amount has been distributed in specie to FIL Investment Management Limited, its parent company

I attach at Appendix 3 an abstract of my receipts and payments for the period to 19 October 2011. The value placed upon the distributions were based upon the latest management accounts for the period ended 14 June 2011 and the declarations of solvency completed on 20 June 2011.

HMRC have provided me with confirmation that the Companies have no outstanding tax liabilities and clearance to close the liquidations.

Liquidator's fees and disbursements

It was agreed that the costs of executing the liquidation were to be met by FIL Limited. I will write to FIL Limited under a separate cover, with our final invoice for acting as liquidator of the company.

Disbursements have been incurred in relation to statutory advertising and bonding and these will be invoiced to FIL Limited.

I attach at Appendix 4 a copy of Rule 4 148C of the Insolvency Rules 1986 relating to a liquidator's remuneration, edited for member's voluntary liquidations

DATED THIS 19TH DAY OF OCTOBER 2011

A handwritten signature in black ink, appearing to read 'SCA', is written above a horizontal line.

Sean Croston
Liquidator

Appendix 1 - Prescribed information

Company name	Registered number
FIL Portfolio Management Limited	02045483
FIL Europe Limited	02190711
FIL Nominees Limited	02190875
Fidelity Administration Limited	06523432
Fidelity Brokerage Services Limited	06523453
Fidelity Investments Europe Limited	06523135
Fidelity International Investment Advisors (UK) Limited	06523390
Fidelity Investment Services Limited	06523411
Registered office	No 1 Dorset Street Southampton Hampshire SO15 2 DP
Name of liquidator	Sean Croston
Address of liquidator	No 1 Dorset Street Southampton Hampshire SO15 2 DP
Liquidator's office-holder number	8930
Date of appointment of liquidator	20 June 2011
Details of any changes of liquidator	None
Telephone and email contact details for the liquidator	Cara Cox on 023 8038 1137 or cara.cox@uk.gt.com

Appendix 2 - Rule 4.49E: Members' request for further information (edited for application to a members' voluntary liquidation)

- 1 Members of the company with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company, or with the permission of the court upon an application, may make a request in writing to the liquidator for further information about remuneration or expenses set out this report
- 2 The periods in which the request or application should be made are
 - (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the notice and account of his administration of the winding-up where it relates to the resignation of the liquidator under Rule 4 142, and
 - (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case
- 3 The liquidator must, within 14 days of receipt of the request, either
 - (a) provide all of the information asked for, or
 - (b) so far as the liquidator considers that
 - (i) the time or cost of preparation of the information would be excessive, or
 - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
 - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information,give reasons for not providing all of the information
- 4 Any member of the company, who need not be the same as the member(s) who asked for the information, may apply to the court within 21 days of the giving by the liquidator of reasons for not providing all of the information asked for, or the expiry of the 14 days from the date the information was requested, and the court may make such order as it thinks just

Appendix 3 - Abstract of the liquidator's receipts and payments

FIL Portfolio Management Limited

Declaration of Solvency		Receipts and payments for the period from 20 June 2011 to 19 October 2011	
	£		£
Assets		Receipts	
Inter-company book debt	2	Inter-company book debt	2
	<hr/> 2		<hr/> 2
Liabilities		Payments	
	Nil	Shareholder capital distribution distributed in specie	2
Estimated surplus	<hr/> 2	Balance in hand	<hr/> Nil

FIL Europe Limited

Declaration of Solvency		Receipts and payments for the period from 20 June 2011 to 19 October 2011	
	£		£
Assets		Receipts	
Inter-company book debt	2	Inter-company book debt	2
	<hr/> 2		<hr/> 2
Liabilities		Payments	
	Nil	Shareholder capital distribution distributed in specie	2
Estimated surplus	<hr/> 2	Balance in hand	<hr/> Nil

FIL Nominees Limited**Declaration of Solvency**

	£
Assets	
Inter-company book debt	2
	<hr/>
	2
Liabilities	
	Nil
	<hr/>
Estimated surplus	<hr/> 2 <hr/>

**Receipts and payments for the period
from 20 June 2011 to
19 October 2011**

	£
Receipts	
Inter-company book debt	2
	<hr/>
	2
Payments	
Shareholder capital distribution distributed in specie	2
	<hr/>
Balance in hand	<hr/> Nil <hr/>

Fidelity Administration Limited**Declaration of Solvency**

	£
Assets	
Inter-company book debt	1
	<hr/>
	1
Liabilities	
	Nil
	<hr/>
Estimated surplus	<hr/> 1 <hr/>

**Receipts and payments for the period
from 20 June 2011 to
19 October 2011**

	£
Receipts	
Inter-company book debt	1
	<hr/>
	1
Payments	
Shareholder capital distribution distributed in specie	1
	<hr/>
Balance in hand	<hr/> Nil <hr/>

Fidelity Brokerage Services Limited**Declaration of Solvency**

	£
Assets	
Inter-company book debt	1
	<u>1</u>
Liabilities	
	Nil
Estimated surplus	<u>1</u>

**Receipts and payments for the period
from 20 June 2011 to
19 October 2011**

	£
Receipts	
Inter-company book debt	1
	<u>1</u>
Payments	
Shareholder capital distribution distributed in specie	1
Balance in hand	<u>Nil</u>

Fidelity Investments Europe Limited**Declaration of Solvency**

	£
Assets	
Inter-company book debt	1
	<u>1</u>
Liabilities	
	Nil
Estimated surplus	<u>1</u>

**Receipts and payments for the period
from 20 June 2011 to
19 October 2011**

	£
Receipts	
Inter-company book debt	1
	<u>1</u>
Payments	
Shareholder capital distribution distributed in specie	1
Balance in hand	<u>Nil</u>

Fidelity International Investment Advisors (UK) Limited

Declaration of Solvency		Receipts and payments for the period from 20 June 2011 to 19 October 2011	
	£		£
Assets		Receipts	
Inter-company book debt	1	Inter-company book debt	1
	<u>1</u>		<u>1</u>
Liabilities		Payments	
	Nil	Shareholder capital distribution distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Fidelity Investment Services Limited

Declaration of Solvency		Receipts and payments for the period from 20 June 2011 to 19 October 2011	
	£		£
Assets		Receipts	
Inter-company book debt	1	Inter-company book debt	1
	<u>1</u>		<u>1</u>
Liabilities		Payments	
	Nil	Shareholder capital distribution distributed in specie	1
Estimated surplus	<u>1</u>	Balance in hand	<u>Nil</u>

Note:

The distributions in specie referred to above were valued by reference to the last management accounts for the period ended 14 June 2011 and the declarations of solvency dated 20 June 2011

Appendix 4 - Rule 4.148C: Members' claim that a liquidator's remuneration is excessive (edited for application to a members' voluntary liquidation)

- 1 Members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or any member with the permission of the court, may apply to the court for one or more of the orders in paragraph 6 on the grounds that
 - (a) the remuneration charged by the liquidator,
 - (b) the basis fixed for the liquidator's remuneration under Rule 4 148A, or
 - (c) expenses incurred by the liquidator,is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate
- 2 An application must be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4 142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ('the relevant report') The court may extend these periods as it see fit
- 3 The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party
- 4 If the application is not dismissed under paragraph 3, the court must fix a venue for it to be heard and give notice to the applicant accordingly
- 5 The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it
- 6 If the court considers the application to be well-founded, it must make one or more of the following orders
 - (a) an order reducing the amount of remuneration which the liquidator was entitled to charge,
 - (b) an order fixing the basis of remuneration at a reduced rate or amount,
 - (c) an order changing the basis of remuneration,
 - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation,
 - (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report
- 7 Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation