



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **COFUNDS HOLDINGS LIMITED**

Company Number: **04022350**

Date of this return: **27/06/2012**

SIC codes: **64205**

Company Type: **Private company limited by shares**

Situation of Registered Office: **1ST FLOOR, 1 MINSTER COURT
MINCING LANE, LONDON
EC3R 7AA**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MR ANDREW JOHN**

Surname: **CRAIG**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MR JOSEPH C**

Surname: **ANTONELLIS**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **16/11/1954** Nationality: **AMERICAN**
Occupation: **VICE CHAIRMAN**

Company Director 2

Type: **Person**
Full forename(s): **MR. THOMAS WILLIAM**

Surname: **CHALLENGOR**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **05/11/1955** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 3

Type: **Person**
Full forename(s): **MR BRIAN WILLIAM**

Surname: **COOKE**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: **17/11/1962** *Nationality:* **AMERICAN**

Occupation: **INVESTOR**

Company Director 4

Type: **Person**
Full forename(s): **MR SIMON HOWARD**

Surname: **DAVIES**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **06/04/1959** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director 5

Type: **Person**
Full forename(s): **MR MARTIN MICHAEL ARTHUR**

Surname: **DAVIS**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **16/06/1962** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director **6**

Type: **Person**
Full forename(s): **MR WADHAM ST JOHN**

Surname: **DOWNING**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **07/03/1967** *Nationality:* **BRITISH**
Occupation: **GROUP FINANCIAL**
 CONTROLLER

Company Director **7**

Type: **Person**
Full forename(s): **MR CHARLES HENRY**

Surname: **EPPINGER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: **06/06/1948** *Nationality:* **AMERICAN**
Occupation: **DIRECTOR**

Company Director 8

Type: **Person**
Full forename(s): MR SAMUEL JAMES

Surname: JENSEN

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: USA

Date of Birth: 04/04/1963 Nationality: AMERICAN

Occupation: DIRECTOR

Company Director 9

Type: **Person**
Full forename(s): MR PHILIP MICHAEL

Surname: JOHNSON

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 20/09/1971 Nationality: BRITISH

Occupation: CHIEF FINANCIAL OFFICER

Company Director 10

Type: **Person**
Full forename(s): **MR THOMAS ABBOTT**

Surname: **MCDONELL**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: **09/11/1945** Nationality: **UNITED STATES**

Occupation: **DIRECTOR**

Company Director 11

Type: **Person**
Full forename(s): **PAULA MARION**

Surname: **MOORE**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **23/06/1963** Nationality: **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 12

Type: **Person**

Full forename(s): MR JAY

Surname: SHUMAN

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: USA

Date of Birth: 16/05/1960

Nationality: AMERICAN

Occupation: CFO TRANSFER AGENCY

Statement of Capital (Share Capital)

Class of shares	ORDINARY A	<i>Number allotted</i>	410762321
		<i>Aggregate nominal value</i>	4107623.21
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.382627
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS ARE ONE PER MEMBER ON A SHOW OF HANDS AND ONE PER SHARE ON A POLL. (B) PARI PASSU ACCORDING TO THE NUMBER OF A ORDINARY AND B COMMON SHARES HELD BY EACH MEMBER, AS IF THEY WERE ALL SHARES OF THE SAME CLASS. (C) UPON A LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY (WHETHER VOLUNTARY OR INVOLUNTARY) OR OTHER RETURN OF CAPITAL THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES OF EACH CLASS IN THE CAPITAL OF THE COMPANY PARI PASSU ACCORDING TO THE NUMBER OF SHARES HELD BY EACH MEMBER, AS IF THEY WERE ALL SHARES OF THE SAME CLASS, EXCEPT THAT THE F COMMON SHARES, G COMMON SHARES, H COMMON SHARES AND D SHARES SHALL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN SUCH DISTRIBUTION ONLY TO THE EXTENT OF THE VALUE CALCULATED IN ACCORDANCE THE RIGHTS OF THOSE SHARES AS SET OUT ELSEWHERE ON THIS RETURN (D) THERE ARE NO SHARE REDEMPTIONS APPLICABLE.

Class of shares	B COMMON	<i>Number allotted</i>	2872227
		<i>Aggregate nominal value</i>	28722.27
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) NO VOTING RIGHTS. (B) PARI PASSU ACCORDING TO THE NUMBER OF A ORDINARY AND B COMMON SHARES HELD BY EACH MEMBER, AS IF THEY WERE ALL SHARES OF THE SAME CLASS. (C) UPON A LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY (WHETHER VOLUNTARY OR INVOLUNTARY) OR OTHER RETURN OF CAPITAL THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES OF EACH CLASS IN THE CAPITAL OF THE COMPANY PARI PASSU ACCORDING TO THE NUMBER OF SHARES HELD BY EACH MEMBER, AS IF THEY WERE ALL SHARES OF THE SAME CLASS, EXCEPT THAT THE F COMMON SHARES, G COMMON SHARES, H COMMON SHARES AND D SHARES SHALL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN SUCH DISTRIBUTION ONLY TO THE EXTENT OF THE VALUE CALCULATED IN ACCORDANCE THE RIGHTS OF THOSE SHARES AS SET OUT ELSEWHERE ON THIS RETURN (D) THERE ARE NO SHARE REDEMPTIONS APPLICABLE.

Class of shares	D	<i>Number allotted</i>	55010431
		<i>Aggregate nominal value</i>	55010.431
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.003074
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) THE D SHARES HAVE NO VOTING RIGHTS; (B) THE D SHARES HAVE NO DIVIDEND ENTITLEMENT (C) THE D SHARES SHALL ENTITLE THE HOLDERS ON A RETURN OF CAPITAL IN A LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY (WHETHER VOLUNTARY OR INVOLUNTARY) OR OTHER RETURN OF CAPITAL, TO RECEIVE THE NOMINAL AMOUNT OF EACH SUCH SHARE BUT ONLY AFTER THE HOLDER OF EACH A ORDINARY SHARE SHALL HAVE RECEIVED THE AMOUNT PAID UP OR CREDITED AS PAID UP ON SUCH A ORDINARY SHARE TOGETHER WITH A PAYMENT OF £10,000,000 PER A ORDINARY SHARE AND THE HOLDERS OF D SHARES SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN THE ASSETS OR PROFITS OF THE COMPANY. (D) THE COMPANY SHALL HAVE IRREVOCABLE AUTHORITY AT ANY TIME TO APPOINT ANY PERSON TO EXECUTE ON BEHALF OF THE HOLDERS OF THE D SHARES A TRANSFER OF THEM AND/OR AN AGREEMENT TO TRANSFER THEM, WITHOUT MAKING ANY PAYMENT TO THEIR HOLDERS, TO SUCH PERSON OR PERSONS AS THE COMPANY MAY DETERMINE AND, IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACTS, TO PURCHASE ALL, BUT NOT SOME ONLY, OF THE D SHARES THEN IN ISSUE AT A PRICE NOT EXCEEDING ONE PENCE FOR ALL THE D SHARES.

Class of shares	K COMMON	<i>Number allotted</i>	4479239
		<i>Aggregate nominal value</i>	4479.239
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) NO VOTING RIGHTS. (B) NO DIVIDEND ENTITLEMENT (C) THE K COMMON SHARES SHALL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN SUCH DISTRIBUTION ONLY TO THE EXTENT OF THE VALUE CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA: $A = (B - C)/D$ WHERE: A = THE AMOUNT OF DISTRIBUTION PER SHARE PAYABLE TO HOLDERS OF K COMMON SHARES B = THE ASSETS AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF ALL OF THE SHARES C = £194 MILLION D = THE SUM OF THE NUMBER OF ISSUED A ORDINARY SHARES AND B COMMON SHARES AND THE MAXIMUM NUMBER OF F COMMON SHARES AND THE MAXIMUM NUMBER OF G COMMON SHARES AND THE MAXIMUM NUMBER OF H COMMON SHARES AND THE MAXIMUM NUMBER OF K COMMON SHARES AND THE MAXIMUM NUMBER OF M COMMON SHARES AT THE DATE OF THE LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY. (D) THERE ARE NO SHARE REDEMPTIONS APPLICABLE.

Class of shares	M COMMON	<i>Number allotted</i>	7045850
		<i>Aggregate nominal value</i>	7045.85
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) NO VOTING RIGHTS. (B) NO DIVIDEND ENTITLEMENT (C) THE G COMMON SHARES SHALL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN SUCH DISTRIBUTION ONLY TO THE EXTENT OF THE VALUE CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA: $A = (B - C)/D$ WHERE: A = THE AMOUNT OF DISTRIBUTION PER SHARE PAYABLE TO HOLDERS OF M COMMON SHARES B = THE ASSETS AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF ALL OF THE SHARES C = £155 MILLION D = THE SUM OF THE NUMBER OF ISSUED A ORDINARY SHARES, B COMMON SHARES, F COMMON SHARES, G COMMON SHARES, H COMMON SHARES AND M COMMON SHARES AT THE DATE OF THE LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY. (D) THERE ARE NO SHARE REDEMPTIONS APPLICABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	480170068
		<i>Total aggregate nominal value</i>	4202881

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 27/06/2012 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

<i>Shareholding 1</i>	: 72917 B COMMON shares held as at the date of this return
<i>Name:</i>	RUTH CLARKE
<i>Shareholding 2</i>	: 104252015 ORDINARY A shares held as at the date of this return
<i>Name:</i>	LEGAL & GENERAL PARTNERSHIP HOLDINGS LIMITED
<i>Shareholding 3</i>	: 291667 B COMMON shares held as at the date of this return
<i>Name:</i>	RICHARD PRESTON
<i>Shareholding 4</i>	: 39754471 ORDINARY A shares held as at the date of this return
<i>Name:</i>	JUPITER INVESTMENT MANAGEMENT GROUP LIMITED
<i>Shareholding 5</i>	: 24306 B COMMON shares held as at the date of this return
<i>Name:</i>	DAVID GOODALL
<i>Shareholding 6</i>	: 194444 ORDINARY A shares held as at the date of this return

Name: **GRAHAM PIMLOTT**

Shareholding 7 : **0 B COMMON shares held as at the date of this return**
Name: **STUART JOHNSON**

Shareholding 8 : **218750 B COMMON shares held as at the date of this return**
Name: **RODNEY ALDRIDGE**

Shareholding 9 : **1 ORDINARY A shares held as at the date of this return**
Name: **BOSTON FINANCIAL DATA SERVICES INC**

Shareholding 10 : **98056167 ORDINARY A shares held as at the date of this return**
Name: **INTERNATIONAL FINANCIAL DATA SERVICES LIMITED**

Shareholding 11 : **530424 ORDINARY A shares held as at the date of this return**
Name: **COFUNDS EMPLOYEE BENEFIT TRUST**

Shareholding 12 : **48611 B COMMON shares held as at the date of this return**
Name: **LAURIE JACQUES**

Shareholding 13 : **42439252 ORDINARY A shares held as at the date of this return**
Name: **NEWHOUSE CAPITAL PARTNERS LLC**

Shareholding 14 : **2070143 B COMMON shares held as at the date of this return**
Name: **COFUNDS EMPLOYEE BENEFIT TRUST**

Shareholding 15 : **31991560 ORDINARY A shares held as at the date of this return**
Name: **NEWHOUSE CAPITAL PARTNERS II LLC**

Shareholding 16 : **97222 B COMMON shares held as at the date of this return**
Name: **FRANCIS MCGARRY**

Shareholding 17 : **82563227 ORDINARY A shares held as at the date of this return**
Name: **THREADNEEDLE ASSET MANAGEMENT HOLDINGS LIMITED**

Shareholding 18 : **48611 B COMMON shares held as at the date of this return**
Name: **CATHERINE COOPER**

Shareholding 19 : **0 B COMMON shares held as at the date of this return**
Name: **GAVIN BAIRD**

Shareholding 20 : **0 H COMMON shares held as at the date of this return**
Name: **RBC TRUSTEES (CI) LIMITED**

Shareholding 21 : **10980760 ORDINARY A shares held as at the date of this return**

Name: PRUDENTIAL UK SERVICES LIMITED

Shareholding 22 : 55010431 D shares held as at the date of this return

Name: RBC TRUSTEES (CI) LIMITED

Shareholding 23 : 0 G COMMON shares held as at the date of this return

Name: RBC TRUSTEES (CI) LIMITED

Shareholding 24 : 4479239 K COMMON shares held as at the date of this return

Name: RBC TRUSTEES (CI) LIMITED

Shareholding 25 : 7045850 M COMMON shares held as at the date of this return

Name: RBC TRUSTEES (CI) LIMITED

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.