

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

To the Registrar of Companies

S.94

Company Number

6371151

Name of Company

ICAP Enterprises No 1

I/We Jeremy Simon Spratt
PO Box 695
8 Salisbury Square
London
EC4Y 8BB

John David Thomas Milsom
KPMG LLP, 8 Salisbury Square
London
EC4Y 8BB

Note The copy account must be
authenticated by the written signature(s)
of the Liquidator(s)

give notice that a general meeting of the company was duly held on/summoned for 22 February 2013 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

~~The meeting was held at KPMG LLP, 8 Salisbury Square, London, EC4Y 8BB~~

The winding up covers the period from 23 January 2012 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows
No quorum was present at the meeting and the chairman noted that the liquidators would accordingly vacate their office and have their release, pursuant to 173(2)(d) of the Insolvency Act 1986, immediately after sending a copy of the final account to the Registrar of Companies

Signed

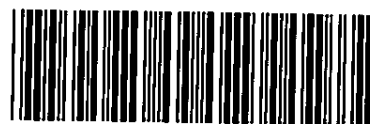


Date 22 February 2013

KPMG LLP
PO Box 695
8 Salisbury Square
London
EC4Y 8BB

Ref IC12590411/NJT/JXE/MS

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COMPANIES HOUSE

ICAP Enterprises No. 1 (in members' voluntary liquidation) ("the Company")

**Liquidators' final progress report for the period from 23 January 2012 to 22 February 2013
presented at the final meeting held on 22 February 2013**

Name	ICAP Enterprises No 1
Trading name / Former names	ICAP Enterprises No 1 Limited (until 15/02/2008)
Company number	06371151
Previous registered office	2 Broadgate, London, EC2M 7UR
Present registered office	KPMG LLP, 8 Salisbury Square, London EC4Y 8BB
Joint liquidators	Jeremy Simon Spratt & John David Thomas Milsom
Joint liquidators' address	KPMG LLP, 8 Salisbury Square, London EC4Y 8BB
Date of appointment	23 January 2012
Appointed by	Members

Receipts and payments

Declaration of solvency			
£	ASSET REALISATIONS	£	£
775,855*	Inter-company debt	<u>NIL</u>	
	DISTRIBUTIONS		
	Ordinary shareholders	<u>NIL</u>	<u>NIL</u>
<u>775,855</u>			<u>NIL</u>

*see "Distributions" below

The declaration of solvency, sworn by the directors prior to the commencement of the liquidation, showed a debt due from Intercapital Limited. The total debt in the sum of £775,855 52 has been distributed by assignment to ICAP Luxembourg Holdings (No 1) SARL (see "Distributions" below)

The Company had no known creditors. Notices to creditors to prove their claims in the liquidation were advertised in The London Gazette and The Times newspaper on 3 February 2012. No creditors were forthcoming as a result of these advertisements.

Tax

All outstanding corporation tax matters were handled by ICAP Plc. At the request of the joint liquidators, HM Revenue & Customs ("HMRC") confirmed that there were no pre or post liquidation corporation tax liabilities outstanding upon the Company, that no enquiries would be made into any pre or post liquidation periods and that it had no objection to the liquidators convening the final meeting of members to conclude the liquidation.

A similar assurance was sought and received from HMRC in respect of PAYE. The Company has never been registered for VAT.

Distributions

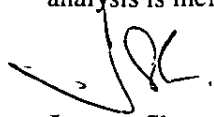
On 11 January 2013 the joint liquidators declared a first and final distribution of the assets of the Company to ICAP Luxembourg Holdings (No 1) SARL, as the sole beneficial shareholder of the Company.

The distribution was at the rate of 28 3897496 pence per 1 pence ordinary share and was effected by assignment of the debt of £775,855 52 due to the Company from Intercapital Limited.

Joint liquidators' remuneration and expenses

A written resolution was passed on 23 January 2012 that the remuneration of the joint liquidators be fixed at their normal charging rates according to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Company

In the event, the liquidators' remuneration has been paid by ICAP Plc and accordingly no detailed analysis is included in this report



Jeremy Simon Spratt

22 February 2013