

SECURITIES AND EXCHANGE COMMISSION

FORM 40-8F-L

Applications for deregistration of certain registered investment companies - liquidations

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FILER

UNITED KINGDOM FUND INC

CIK: 814830 | IRS No.: 133418823 | State of Incorporation: MD | Fiscal Year End: 0331
Type: 40-8F-L | Act: 40 | File No.: 811-05184 | Film No.: 99670830

Mailing Address	Business Address
C/O BEAR STEARNS FUNDS MANAGEMENT 245 PARK AVENUE 15TH FLOOR NEW YORK NY 10167	C/O BEAR STEARNS FUND MANAGEMENT 245 PARK AVENUE 15TH FLOOR NEW YORK NY 10167 2122729027

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form N-8F

Application for Deregistration of Certain Registered Investment Companies.

I. General Identifying Information

1. Reason fund is applying to deregister (check only one; for descriptions, see Instruction 1 above):

Merger

Liquidation

Abandonment of Registration

(Note: Abandonments of Registration answer only questions 1 through 15, 24 and 25 of this form and complete verification at the end of the form.)

Election of status as a Business Development Company

(Note: Business Development Companies answer only questions 1 through 10 of this form and complete verification at the end of the form.)

2. Name of fund: The United Kingdom Fund Inc.

3. Securities and Exchange Commission File No.: 811-05184

4. Is this an initial Form N-8F or an amendment to a previously filed Form N-8F?

Initial Application Amendment

5. Address of Principal Executive Office (include No. & Street, City, State, Zip Code):

The United Kingdom Fund Inc.
c/o Merrill Lynch Asset Management
800 Scudders Mill Road
Legal Advisory - 2A
Plainsboro, NJ 08536
Tel: 609-282-7770

6. Name, address and telephone number of individual the Commission staff should contact with any questions regarding this form:

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Philip Welt
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
Tel. No.: 212-450-4730

7. Name, address and telephone number of individual or entity responsible for maintenance and preservation of fund records in accordance with rules 31a-1 and 31a-2 under the Act [17 CFR 270.31a-1, 31a-2]:

NOTE: Once deregistered, a fund is still required to maintain and preserve the records described in rules 31a-1 and 31a-2 for the periods specified in those rules.

The United Kingdom Fund Inc.
c/o Merrill Lynch Asset Management
800 Scudders Mill Road
Plainsboro, NJ 08536
Tel: 609-282-7770

In addition, until September 30, 1999:

Bear Stearns Fund Management Inc.
575 Lexington Avenue
9th Floor
New York, New York 10022
Attention: Frank Maresca

With respect to stock ownership and stock transfer records:

The Bank of New York
101 Barclay Street, 12 West
New York, New York 10286
Tel: 1-800-432-8224

8. Classification of fund (check only one):

Management company;

Unit investment trust; or

Face-amount certificate company.

9. Subclassification if the fund is a management company (check only one):

Open-end Closed-end

10. State law under which the fund was organized or formed (e.g., Delaware, Massachusetts):

Maryland

11. Provide the name and address of each investment adviser of the fund (including sub-advisers) during the last five years, even if the fund's contracts with those advisers have been terminated:

Mercury Asset Management International Ltd.
33 King William Street
London EC4R 9AS
England

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Mercury Asset Management International Channel Islands Ltd.
Forum House
Grenville Street
St. Helier, Jersey JE4 8RL
Channel Islands

12. Provide the name and address of each principal underwriter of the fund during the last five years, even if the fund's contracts with those underwriters have been terminated:

Not Applicable

13. If the fund is a unit investment trust ("UIT") provide:

Not Applicable

(a) Depositor's name(s) and address(es):

(b) Trustee's name(s) and address(es):

14. Is there a UIT registered under the Act that served as a vehicle for investment in the fund (e.g., an insurance company separate account)?

Yes No

If Yes, for each UIT state:

Name(s):

File No.: 811-_____

Business Address:

15. (a) Did the fund obtain approval from the board of directors concerning the decision to engage in a Merger, Liquidation or Abandonment of Registration?

Yes No

If Yes, state the date on which the board vote took place:

January 28, 1999

If No, explain:

(b) Did the fund obtain approval from the shareholders concerning the decision to engage in a Merger, Liquidation or Abandonment of Registration?

Yes No

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If Yes, state the date on which the shareholder vote took :

April 14, 1999

If No, explain:

II. Distributions to Shareholders

16. Has the fund distributed any assets to its shareholders in connection with the Merger or Liquidation?

Yes No

(a) If Yes, list the date(s) on which the fund made those distributions:

On June 18, 1999, the Fund distributed substantially all of its assets.

(b) Were the distributions made on the basis of net assets?

Yes No

(c) Were the distributions made pro rata based on share ownership?

Yes No

(d) If No to (b) or (c) above, describe the method of distributions to shareholders. For Mergers, provide the exchange ratio(s) used and explain how it was calculated:

(e) Liquidations only:

Were any distributions to shareholders made in kind?

Yes No

If Yes, indicate the percentage of fund shares owned by affiliates, or any other affiliation of shareholders:

17. Closed-end funds only: Has the fund issued senior securities?

Yes No

If Yes, describe the method of calculating payments to senior securityholders and distributions to other shareholders:

18. Has the fund distributed all of its assets to the fund's shareholders?

Yes No

If No,

(a) How many shareholders does the fund have as of the date this form is filed?

516 record shareholders

Approximately 2800 beneficial shareholders

(b) Describe the relationship of each remaining shareholder to the fund:

Each shareholder currently remains a shareholder of the Fund and, after proving her interest in the Fund, will be entitled to the Fund's remaining assets, after the Fund has paid all liabilities, in proportion to the shareholder's share ownership.

19. Are there any shareholders who have not yet received distributions in complete liquidation of their interests?

Yes No

If Yes, describe briefly the plans (if any) for distributing to, or preserving the interests of, those shareholders:

In accordance with the Fund's plan of liquidation and dissolution, on June 18, 1999, substantially all of the Fund's assets were distributed to the shareholders of record on April 26, 1999. The Fund has retained a reserve to cover remaining current and anticipated liabilities and expenses in connection with its liquidation and dissolution as well as to cover contingent liabilities. After the Fund files its Articles of Dissolution with the State Department of Assessments and Taxation of the State of Maryland and dissolves under Maryland law, the Fund will send liquidating notices to all shareholders requesting them to prove their interests in the Fund, in accordance with Maryland law, and will distribute the remaining assets, in one or more cash payments, to its shareholders who have proved their interests, reserving a share of assets for those shareholders who have not proved their interests and any amount estimated to discharge any remaining liabilities. Not earlier than three years after the date of the liquidating notice, the Fund will make a final distribution of all remaining assets, if any, to those shareholders who have proved their interests. After three years from the date of the liquidating notice, the interest of any shareholder who has not proved her interest is forever barred and foreclosed.

III. Assets and Liabilities

20. Does the fund have any assets as of the date this form is filed? (See question 18 above)

Yes No

If Yes,

(a) Describe the type and amount of each asset retained by the fund as of the date this form is filed:

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Investment in Repurchase Agreement	\$634,771
Pound Sterling	182,632
Dividend Receivable	57,946
Interest Receivable	9,355
Reclaim Receivable	6,443

Total	\$891,147
	=====

(b) Why has the fund retained the remaining assets?

The Fund has retained these assets to cover current and anticipated liabilities and expenses in connection with its liquidation and dissolution as well as to cover any contingent liabilities.

(c) Will the remaining assets be invested in securities?

Yes No

21. Does the fund have any outstanding debts (other than face-amount certificates if the fund is a face-amount certificate company) or any other liabilities?

Yes No

If Yes,

(a) Describe the type and amount of each debt or other liability:

As of July 1, 1999, the Fund had the following outstanding liabilities:

Insurance Fees	\$ 45,000
Legal Fees	40,913
Investment Management Fees	19,418
Directors' Fees and Expenses	18,375
Reports and Notices to Shareholders ..	16,741
Transfer Agent's Fees and Expenses ...	10,711

Audit Fees	10,000
Administration Fees	7,770
Custodian's Fees and Expenses	4,435

Miscellaneous Expenses.....	3,987

Total	\$177,350
	=====

(b) How does the fund intend to pay these outstanding debts or other liabilities?

The Fund will use its remaining assets to pay its outstanding liabilities. See the Fund's response to question 20(b).

IV. Information About Event(s) Leading to Request For Deregistration

22. (a) List the expenses incurred in connection with the Merger or Liquidation:

(i) Legal expenses:

\$91,918

(ii) Accounting expenses:

\$1,000

(iii) Other expenses (list and identify separately):

Proxy Solicitation.....	\$30,031
Printing.....	19,623
Portfolio Transactions.....	8,424
Miscellaneous.....	2,650

Total	\$60,728
	=====

(iv) Total expenses (sum of lines (i)-(iii) above):

\$153,646

(b) How were those expenses allocated?

Liquidation expenses were estimated based upon amounts invoiced in connection with liquidation and dissolution and upon discussions with the Fund's various creditors. These expenses were then deducted from the Fund's net assets.

(c) Who paid those expenses?

The Fund has paid for and will continue to pay for all expenses incurred in

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connection with its liquidation and dissolution.

(d) How did the fund pay for unamortized expenses (if any)?

Not Applicable

23. Has the fund previously filed an application for an order of the Commission regarding the Merger or Liquidation?

Yes No

If Yes, cite the release numbers of the Commission's notice and order or, if no notice or order has been issued, the file number and date the application was filed:

V. Conclusion of Fund Business

24. Is the fund a party to any litigation or administrative proceeding?

Yes No

If Yes, describe the nature of any litigation or proceeding and the position taken by the fund in that litigation:

25. Is the fund now engaged, or intending to engage, in any business activities other than those necessary for winding up its affairs?

Yes No

If Yes, describe the nature and extent of those activities:

VI. Mergers Only

Not Applicable

26. (a) State the name of the fund surviving the Merger:
- (b) State the Investment Company Act file number of the fund surviving the Merger: 811-_____
- (c) If the merger or reorganization agreement has been filed with the Commission, state the file number(s), form type used and date the agreement was filed:
- (d) If the merger or reorganization agreement has not been filed with the Commission, provide a copy of the agreement as an exhibit to this form.

VERIFICATION

The undersigned states that (i) he or she has executed this Form N-8F application for an order under section 8(f) of the Investment Company Act of 1940 on behalf of The United Kingdom Fund Inc., (ii) he or she is the President of The United Kingdom Fund Inc., and (iii) all actions by shareholders, directors, and any other body necessary to authorize the undersigned to execute and file this Form N-8F application have been taken. The undersigned also states that the facts set forth in this Form N-8F application are true to the best of his or her knowledge, information and belief.

Signature:

/s/ Stephen M.M. Miller

Stephen M.M. Miller, President