

Section 94

Form 4.71

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

03921392

Name of Company

Teamtalk Media Group Limited

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)

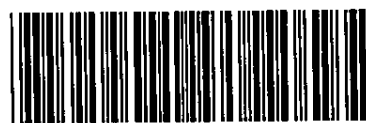
give notice that a general meeting of the company was duly held on/summoned for 11 March 2013 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property 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 8 Salisbury Square, London, EC4Y 8BB~~

The winding up covers the period from 23 June 2011 (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 the liquidators would accordingly vacate their office and have their release, pursuant to section 173(2)(d) of the Insolvency Act 1986, immediately after sending a copy of the final account to the Registrar of Companies

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15/03/2013

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COMPANIES HOUSE

Signed

Date 13 March 2013

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

Ref TB701E1454/PJL/NR/CMK

Teamtalk Media Group Limited (in members' voluntary liquidation) ("the Company")

**Liquidators' final progress report for the period from 23 June 2011 to 11 March 2013
presented at the final meeting of members held on 11 March 2013**

Name	Teamtalk Media Group Limited
Trading name / Former names	Teamtalk Media Group plc (until 06/09/2002) Teamtalk com Group plc (until 06/07/2001)
Company number	03921392
Previous registered office	Grant Way, Isleworth, Middlesex, TW7 5QD
Present registered office	KPMG LLP, 8 Salisbury Square, London, EC4Y 8BB
Joint liquidators	Jeremy Simon Spratt and John David Thomas Milsom
Joint liquidators' address	KPMG LLP, 8 Salisbury Square, London, EC4Y 8BB
Date of appointment	23 June 2011
Appointed by	Members

Receipts and payments

Declaration of solvency			
£	ASSET REALISATIONS	£	£
49 32*	Inter-company debt	NIL	
3 00	Investments in subsidiary	NIL	
	DISTRIBUTIONS		
	Ordinary shareholders	NIL	
			NIL
52.32			NIL

* See "Distributions" below

The declaration of solvency, sworn by the directors prior to the commencement of the liquidation, showed an intercompany debt of £49 32 due from 365 Media Group Limited ("365 Media") and investments in 365 Digital Media Group Limited (in members' voluntary liquidation) ("365 Digital") and Sporting Life UK Limited (in members' voluntary liquidation) (Sporting Life"), representing 100% of the shareholdings, totalling £3

Liquidation distributions were received of £100 28 from the liquidation of 365 Digital and £2 40 from the liquidation of Sporting Life. The distributions were effected by the assignment of intercompany debts due from 365 Media and British Sky Broadcasting Limited ("BSkyB Limited"), respectively

The debts have been distributed by set off and assignment to the sole shareholder of the Company, 365 Media (see "Distributions" below)

The Company had non-assenting shareholders whose shares in the Company had been compulsorily acquired on 3 September 2002 by 365 Media Group plc (formerly ukbetting plc) in accordance with section 430 of the Companies Act 1985. The Company's registrars, Equiniti Limited, attempted to trace the non-assenting shareholders however 223 remained untraced. Therefore, the registrars prepared the necessary documents to pay the non-assenting shareholder funds to the Court Funds Office.

The Company had no known creditors. A notice to creditors to prove their claims in the liquidation was advertised in The London Gazette and The Times on 5 July 2011. No creditors were forthcoming as a result of the advertisement.

A search of the Index of Proprietors Names at HM Land Registry (in the Company's current and former names) proved negative.

Tax

All pre liquidation corporation tax matters were handled by BSkyB Limited who prepared and submitted all outstanding returns to the date of the commencement of the liquidation to HM Revenue and Customs ("HMRC"). The joint liquidators sought and received confirmation from HMRC that the Company had no outstanding corporation tax returns or liabilities, that it would

not raise enquiries into any pre or post liquidation periods and that it had no objection to the liquidators calling a final meeting of members to conclude the liquidation

A similar assurance was sought and received from HMRC in respect of PAYE and VAT.

Distributions

On 30 January 2013 the joint liquidators declared a first and final distribution of the assets of the Company to 365 Media, as the sole shareholder of the Company


The distribution was at the rate of 76 pence per 1 pence ordinary share and was effected by

- set off against the debt of £149 60 due to the Company by 365 Media, and
- the assignment to 365 Media of the intercompany debt of £2 40 due from BSkyB Limited

Joint liquidators' remuneration and expenses

A written resolution was passed on 23 June 2011 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 will be paid by BSkyB Limited and accordingly no detailed analysis is included in this report



J S Spratt

11 March 2013