

**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

03999215

Name of Company

Telecom International Holdings Limited

I / We

John David Thomas Milsom, 15 Canada Square, Canary Wharf, London, E14 5GL

Allan Watson Graham, 15 Canada Square, Canary Wharf, London, E14 5GL

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 summoned for 5 January 2016 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 no quorum was present at the meeting

~~The meeting was held at 15 Canada Square, London E14 5GL~~

The winding up covers the period from 15 December 2014 (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 office and be released immediately after sending a copy of the final account to the register of companies pursuant to 173(2)(d) of the Insolvency Act 1986

Signed

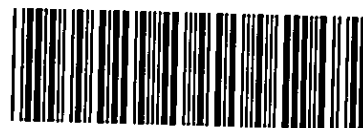


Date 6 January 2016

KPMG LLP
15 Canada Square
Canary Wharf
London
E14 5GL

Ref NEC19C5114/RH/MS

TUESDAY



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12/01/2016

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COMPANIES HOUSE

Telecom International Holdings Limited - in Members' Voluntary Liquidation (the 'Company')

Liquidators' final progress report for the period from 15 December 2014 to 5 January 2016 presented at the final meeting of members held on 5 January 2016

Name	Telecom International Holdings Limited
Former names	None
Company number	03999215
Previous registered office	1-3 Strand, London WC2N 5EH
Present registered office	15 Canada Square, London E14 5GL
Joint Liquidators	John David Thomas Milsom and Allan Watson Graham
Joint Liquidators' address	KPMG LLP, 15 Canada Square, London E14 5GL
Date of appointment	15 December 2014
Appointed by	Members

Receipts and payments

Declaration of solvency			
£	ASSET REALISATIONS	£	£
3	Inter-company debt	<u>NIL</u>	
	DISTRIBUTIONS		
	Ordinary shareholders	<u>NIL</u>	
			<u>NIL</u>
<u>3</u>			<u>NIL</u>

The declaration of solvency, sworn by the directors prior to the commencement of the liquidation showed a debt due from National Grid Commercial Holdings Limited, the Company's immediate parent. The debt has been distributed by set off (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 newspapers on 7 January 2015. No creditors were forthcoming as a result of these advertisements.

Tax

All pre-liquidation corporation tax matters were handled by the Company's tax advisors who prepared and submitted all outstanding returns up to the date of the liquidation to HM Revenue & Customs ('HMRC'). At the request of the Joint Liquidators, HMRC subsequently confirmed 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 5 January 2016 the Joint Liquidators declared a first and final distribution of the assets of the Company to National Grid Commercial Holdings Limited as the sole beneficial shareholder of the Company.

The distribution was at the rate of £0.01 per £0.01 redeemable preference share and £0.02 per £0.01 ordinary share and was effected by set off against the debt of £3 due to the Company by National Grid Commercial Holdings Limited.

Joint Liquidators' remuneration and expenses

A written resolution was passed on 15 December 2014 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.

*Telecom International Holdings Limited - in Members' Voluntary Liquidation
Liquidators' final progress report for the period from 15 December 2014 to 5
January 2016 presented at the final meeting of members held on 5 January 2016*

In the event, the Joint Liquidators' remuneration has been paid by National Grid plc and accordingly no detailed analysis is included in this report



Signed

John David Thomas Milsom
Joint Liquidator

John David Thomas Milsom and Allan Watson Graham are authorised to act as Insolvency Practitioners by the Institute of Chartered Accountants of England and Wales
We are bound by the Insolvency Code of Ethics