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CHFP041

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legibly, preferably
in black type or
bold block
lettering

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

**A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.**

To the Registrar of Companies
(Address overleaf - Note 6)

Name of company

* STG HOLDINGS PLC

Date of creation of the charge

26 JANUARY 2000

Description of the instrument (if any) creating or evidencing the charge (note 2)

DEED OF PLEDGE

Amount secured by the mortgage or charge

The aggregate of all amounts from time to time due, owing and payable by STG Holdings Plc to Lin Yuen International Limited under a Guarantee dated 30 September 1999 and a Deed of Consent and Variation dated 30th September 1999 between Lin Yuen International Limited (1) Metropolitan STG (Newry) Limited (2) Semley Holdings Limited (3) Stefan Allesch-Taylor (4) and STG Holdings Plc (5) and all interest thereon and all costs fees and expenses payable in respect thereof whether pursuant to that Guarantee, that Deed of Consent and Variation, the Deed of Pledge or any other security documentation.

Names and addresses of the mortgagees or persons entitled to the charge

LIN YUEN INTERNATIONAL LIMITED a company registered in Liberia whose registered office is at 30 Broad Street, Monrovia, Liberia and whose address for service is c/o Blake
Lapthorn 14 Great Queen Street,

Postcode London WC2B 5DG

Presentor's name, address and
reference (if any):

BLAKE LAPHORN
Holbrook House
14 Great Queen Street
London WC2B 5DG
(Ref: MAT\74382-210)

For official use
Mortgage section

Post room

A25
COMPANIES HOUSE

AJ25ENHX

0670
11/02/00

Time critical reference

Short particulars of all the property mortgaged or charged

One Million Shares of voting restricted common stock of Internet Holdings Inc (a Utah corporation) registered in the name of STG Holdings Plc.

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Please complete legibly, preferably in black type or bold block lettering

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed

Date

10-02-00

On behalf of [company] [mortgagee/charged]*

*Delete as appropriate

Notes.

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ.

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Our Ref:
MAT\cw\74382-210

Your Ref:

Date:

14 February, 2000

Companies House
DX 33050
CARDIFF (CO. HOUSE)

For the attention of Mr Ashford
Mortgages Section

And by fax: 01222 380827

Dear Sirs

STG Holdings Plc
Company Number 2320261

Further to the telephone conversation earlier this morning between Mr Thorpe of this office and Mr Ashford, we confirm your authority to add to the Form M395 recently sent to you in connection with the above company the following wording in the Particulars of Property Mortgaged box.

"... together with all dividends, bonus issues and rights attaching thereto from time to time".

Yours faithfully

BLAKE LAPHORN

Blake Laphorn
solicitors

THE MERGED FIRMS OF
ABBOTT KING & TROEN AND BLAKE LAPHORN

Holbrook House
14 Great Queen Street
London
WC2B 5DG

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Offices in:
Fareham (Sagewood), Portsmouth (North Harbour) & Southampton
Brussels (Associate Office)



Member of Law Society
Regulated by the Law Society
in the conduct of
investment business

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02320261

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF PLEDGE DATED THE 26th JANUARY 2000 AND CREATED BY STG HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LIN YUEN INTERNATIONAL LIMITED PURSUANT TO A GUARANTEE AND A DEED OF CONSENT AND VARIATION DATED 30TH SEPTEMBER 1999 THE DEED OF PLEDGE OR ANY OTHER SECURITY DOCUMENTATION WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th FEBRUARY 2000.

A handwritten signature in black ink, appearing to be 'D.K.' followed by a flourish and a small checkmark.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E