

**The Insolvency Act 1986
Statement of Company's Affairs**

**Pursuant to section 95/99 of
the Insolvency Act 1986**

S95/99

For Official Use

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To the Registrar of Companies

Company Number

4021739

Name of Company

Stanhope Communications Plc

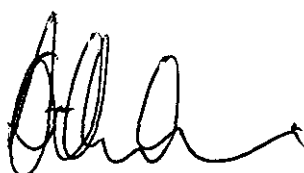
I / We

William John Turner
Russell Square House
10-12 Russell Square
London
WC1B 5LF

Richard Howard Toone
Russell Square House
10 - 12 Russell Square
London
WC1B 5LF

the liquidator(s) of the above named company attach a statement of the company affairs
as at 25 February 2005

Signed



Date 25 February 2005

Chantrey Vellacott DFK
Russell Square House
10-12 Russell Square
London
WC1B 5LF

Ref: ST0154/WJT/DM/ KS

For Official Use

Insolvency Section

Post Room



Statement of Affairs

Statement as to affairs of

Stanhope Communications Plc

on the 25 February 2005 the date of the resolution for winding up

AFFIDAVIT

This affidavit must be sworn or affirmed before a Solicitor or Commissioner of Oaths when you have completed the rest of this form.

I Stuart Stradling, Director, C/o Dresdner Kleinwort Wasserstein, P o Box 560, 20 Fenchurch Street, London EC3P 3DB

Make oath and say that the several pages exhibited hereto and marked A, A1& A5 are to the best of my knowledge and belief a full, true and complete statement as to the affairs of the above named company as at 25 February 2005 the date of the resolution for winding up and that the said company carried on business as

telecommunication company

Stanhope Communications Plc

20 Fenchurch Street, London EC3P 3DB

Sworn/affirmed at

London EC3P 3DB

Date

25th February 2005

Signatures

S.R. Stradling

Before Me

R. Saunders

R. Saunders

Barister

A Solicitor or Commissioner of Oaths or duly authorised officer.

Before swearing the affidavit the Solicitor or Commissioner is particularly requested to make sure that the full name, address and description of the Deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will mean that it is refused by the court, and will necessitate its being re-sworn.

Stanhope Communications Plc

A- Estimated Statement of Affairs as at 25 February 2005

	Book value £	Estimated to realise £
ASSETS NOT SPECIFICALLY PLEDGED		
Cash at bank	<u>4,019</u>	<u>4,019</u>
	<u>4,019</u>	
Surplus available to preferential creditors		4,019
PREFERENTIAL CREDITORS		<u>Nil</u>
Surplus as regards preferential creditors		4,019
Secured by a floating charge		<u>Nil</u>
Surplus available to unsecured creditors		4,019
UNSECURED CREDITORS		
Inland Revenue		<u>Uncertain</u>
Surplus as regards unsecured creditors		4,019
Issued and called up share capital		
Preference shares (£1 each)	9,400	
Ordinary shares (£0.10 each)	<u>1,982,924</u>	<u>(1,992,324)</u>
Deficiency as regards members (subject to the costs of winding-up)		<u>(1,988,305)</u>

Note

There is a possible tax liability due to the Inland Revenue in the region of £500,000 to £1.5m. The liability is disputed on the basis that it would have transferred to Aerofone (UK) Ltd upon the completion of the sale of the business of Stanhope Communications Plc to that company. Therefore, for the purpose of this statement of affairs, the debt is being shown as uncertain.

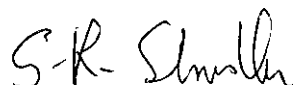
Signed S.R. Small

Date 25/2/05

Stanhope Communications Plc
A1 - Register of Shareholders

		No. of Shares		
		Ordinary	Pref	Total
HA01	Betty Abrams	8,000		8,000
HA02	E Abrams	8,000		8,000
HA03	Abbey Road Investments Limited	73,943		73,943
HA04	S A Aguadilla	99,075		99,075
HA05	Riccardo Agusta	88,369		88,369
HA06	Philip Ashfield	7,500		7,500
HA07	Avid Investments Limited	75,075		75,075
HB01	Nigel Blackwell	7,500		7,500
HB02	Victor Alan Bowey	6,000		6,000
HB03	Keith Bradshaw	225,225		225,225
HB04	Mrs Pamela Bradshaw	225,225		225,225
HB05	Peter Brotherstone	10,500		10,500
HB06	Danuta Muriel Brown	4,000		4,000
HB07	Virginia Burnett	150,150		150,150
HC01	Wendy Ann Carter	15,000	0	15,000
HC02	James Carter	15,000		15,000
HC03	Chalfen Nominees Limited	1		1
HC04	Chalfen Secretaries Limited	1		1
HC05	Olive Kathleen Civil	3,200		3,200
HC06	John Coward	15,000		15,000
HC07	Nellie Madeline Croot	19,500		19,500
HD01	Anthony Warren Davies	22,000		22,000
HD02	James Edmund Dodd	75,075		75,075
HD03	Susan Greenwood Davidson	30,000	0	30,000
HF00	Bruce Forster	4,000		4,000
HF01	John Brian Foreman	24,595		24,595
HG00	Anthony Wilson Garside	32,000		32,000
HG01	Lord Robert Gavron	80,000	0	80,000
HG02	Peter Oliver Gershon	22,000	0	22,000
HG03	Hans Gustav	4,500	0	4,500
HH00	Matthew Harris	7,500	0	7,500
HH01	John Anthony Crassweller Hill	148,876	0	148,876
HH02	Lesley Campbell Hill	7,500	0	7,500
HH03	Simon John Crassweller Hill	2,993,010	0	2,993,010
HH04	Thomas Hole	10,500	0	10,500
HH05	Christopher Holdsworth Hunt	4,000	0	4,000
HH06	Philip O'Donovan	12,000	0	12,000
HJ01	Edith Marjorie Jackson	22,000	0	22,000
HJ02	Derith Clare James	5,200	0	5,200
HJ03	D Jenkins	8,000	0	8,000
HJ04	Mr Jonathan Jenkins	15,015	0	15,015
HJ05	Jonathan Foster Jones	133,988	0	133,988

Signature



Stanhope Communications Plc
A1 - Register of Shareholders

		No. of Shares		
		Ordinary	Pref	Total
HJ06	Michael Jones	22,000	0	22,000
HJ07	Julian Metcalfe	11,200	0	11,200
HK01	Frank Keeble	15,000	0	15,000
HK02	Patricia Ann Kingswood	4,000	0	4,000
HK03	Robin Ernest Kingswood	4,000	0	4,000
HK04	Raymonds Kipps	15,000	0	15,000
HL00	Linda Rosemary Lanning	16,000	0	16,000
HL01	Michael Edward Raymund Little	4,000	0	4,000
HL02	Mark Loveland	375,375	0	375,375
HM00	Johanna Kesmin Marks	4,800,000	0	4,800,000
HM01	Robert Wilson Mckeown	4,000	0	4,000
HM02	Shaun Mealey	17,690	0	17,690
HM03	Merton Develepmnt Capital Fund MH Nominees	15,120	0	15,120
HM04	MH Nominees Ltd A/C North London Development Fund	1,697,192	5,222	1,702,414
HM05	Alan Miller	10,500	0	10,500
HM06	MH Nominees Ltd A/C Merton Development Capital Fun	616,349	2,350	618,699
HM07	Monty Investments Ltd	75,075	0	75,075
HM08	Henry Samuel Robert Victor Mosseri	4,000	0	4,000
HM09	Alexander Keay Muir	4,000	0	4,000
HM0A	Martin George Pridmore and Ian Dalton Potter	6,000	0	6,000
HN00	North London Development Fund MH Nominees	41,701	0	41,701
HN01	David De Maid Naylor	4,500	0	4,500
HN02	Janet Naylor	4,500	0	4,500
HN03	Paul Nix	12,000	0	12,000
HN04	Novelty Investment Ltd	75,075	0	75,075
HN05	Natwest FIS Nomiees Ltd	789,434	1,828	791,262
HO00	Andrew Oliver	7,508	0	7,508
HP00	Katie Prentice	24,000	0	24,000
HR00	Ramsgate Nominees limited	40,000		40,000
HR01	Bryan Rigby	7,500		7,500
HR02	E Roskill	40,000		40,000
HS00	Monique Louise Segar	8,000		8,000
HS01	S & F Nominees Limited	200,000		200,000
HS02	Nigel Shadbolt	6,400		6,400
HS03	Mr Louis Sherwood	7,500		7,500
HS04	Hubert Ernest Simmons	8,000		8,000
HS05	Sinjul Nominees Ltd	2,794,762		2,794,762
HS06	Patrick Henri Spencer	22,000		22,000
HS07	Timothy Frank Steeples Dolphin	30,000		30,000
HS08	Ewan Peter Stradling	96,096		96,096
HS09	Stuart Rhys Stradling	250,090	0	250,090
HS0A	Susan Stradling	60,060		60,060

Signature



Stanhope Communications Plc
A1 - Register of Shareholders

		No. of Shares		
		Ordinary	Pref	Total
HT00	Timothy George Price	193,667	0	193,667
HT01	TMM Company Ltd	8,783		8,783
HT02	Rosie Tomalin	4,000		4,000
HT03	Andrew Ian Turness	7,500		7,500
HV00	Sam Vallings	24,024		24,024
HW00	Christopher Wells	495,000		495,000
HW01	Martyn Wenzel	8,000		8,000
HW02	Ian West	37,538		37,538
HW03	Howard Wilkinson	12,000		12,000
HW04	Nigel Wray	2,000,000	0	2,000,000
HZ00	Zenith Investments Limited	75,075		75,075
95 Entries Totaling		19,829,237	9,400	19,838,637

Signature



Stanhope Communications Plc
A5 - Unsecured Creditors Statement of Affairs Figures

		S of A
		£
CI00	Inland Revenue	uncertain
1 Entries Totaling		uncertain

Signature

