

GENERAL POWER OF ATTORNEY

THIS GENERAL POWER OF ATTORNEY is made this 28 day of March, 2006

I, Scot Young, of 3467 North Moorings Way, Florida, Miami, hereby appoint Stephen David Jones, of 8 John Street, London, WC1N 2ES, to be my attorney in accordance with the Powers of Attorney Act 1971 to act on my behalf in executing such transfers and documents as necessary to vest in the under-mentioned companies and foundations (as he shall determine) the interests held by me in Parasol Participations Limited (Cyprus) on trust for the companies and entities as named below (or as otherwise named or designated by Caversham S.A. as trustees):

Kilmona Foundation (Liechtenstein)  
Spino Foundation (Liechtenstein)

Solar Breeze Limited (BVI)  
Canyonrose Limited (BVI)  
Jaggersfield Limited (BVI)  
Readywood Limited (BVI)  
Westcreek Holdings Limited (BVI)  
Lake Golden Limited (BVI)

This Power of Attorney shall be executed and delivered in accordance with English law.

**EXECUTED AND DELIVERED**  
As a Deed by

  
SCOT YOUNG

The foregoing instrument was acknowledged before me this 11 day of <sup>April</sup> ~~March~~, 2006, by Scot Young ( ) who is personally known to me OR (X) who introduced 1914 Piss, 2072 J as identification.





Jeffrey D. Catanach  
My Commission DD283445  
Expires January 21, 2008

GENERAL POWER OF ATTORNEY

THIS GENERAL POWER OF ATTORNEY is made this 30<sup>th</sup> day of March, 2006

I, Michel Young, of 3467 North Moorings Way, Florida, Miami, hereby appoint Stephen David Jones, solicitor, 8 John Street, London, WC1N 2ES, to be my attorney in accordance with section 10 of the Powers of Attorney Act 1971.

This Power of Attorney shall be executed and delivered in accordance with English law.

EXECUTED AND DELIVERED

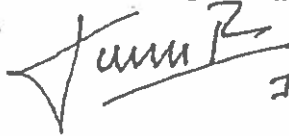
As a Deed by

MICHEL YOUNG



Witness

The foregoing instrument was acknowledged before me this 30 day of March, 2006, by Michel Young ( X ) who is personally known to me OR ( ) who introduced \_\_\_\_\_ as identification.



JONATHAN BROWN



Jire House Capital  
8 John Street  
London  
WC1N 2ES

Date: 6 September 2006  
Bill No: 1001961  
Our ref: PH/MMC/MIC/33361/1  
Your ref:  
Direct Email: credit.control@crillcanavan.com

Details

Re: S Young

Monies on account received in to this office

Debit

Credit

£2,000.00

To professional services rendered in connection with the visit of Mr M McCabe to USA.

Agreed Fee:

£7,000.00

*6910 (70) 20129*

Disbursements

Various travelling expenses flights and hotel for Mr M McCabe in USA totalling ...

£2,470.55

*6910 (79) 20130*

Balance of monies due to us this day

£7,470.55

**COPY**

£9,470.55

£9,470.55

**PART SATISFACTION OF DEBT  
BY WAY OF ASSIGNMENT AND TRANSFER OF STOCK**

To: **SILVERWING SPECIALITY FINANCE LIMITED**  
Dixcart House, Fort Charles, Charlestown, Nevis  
**Attention: John Terry**

From: **Scot Young, an individual**  
39 Chester Terrace, London, England, NW1 4ND

Dated: 29 March, 2006

RE: **Promissory note dated 24<sup>th</sup> February, 2006 for US\$6,500,000 due on 24<sup>th</sup> March, 2006 (the "Note") together with accrued default interest at the rate of 30% per annum from 24<sup>th</sup> February, 2006**

I acknowledge my full indebtedness under the Note, together with accruing interest at the default rate from 24<sup>th</sup> February, 2006.

By way of part satisfaction of the Note and all indebtedness thereunder for an amount of US\$1,000,000, I hereby assign and transfer to you or to whom you direct all my interest in 141,978 new common shares of US\$0.01 each (the Common Shares) and 500,000 new limited voting redeemable preference shares due 2010 of £1.00 each (the Preference Shares) with attached Income Notes due 2010 (Income Notes) to be issued by iSentry Group Limited.

This part satisfaction shall be without prejudice to any other amounts remaining due and outstanding under the Note which shall remain in default and fully payable whatsoever and as at today's date in the amount of US\$5,500,000 together with interest of US\$184,166.67 and accruing on the balance of US\$5,500,000 at the rate of 30% per annum.

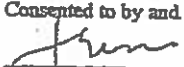
This part satisfaction shall not constitute a waiver or release in any respect whatsoever of any of your rights of enforcement or otherwise under the Note or law generally.

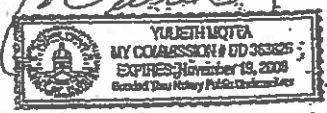
I agree to execute any further deeds or documents as you may request to give effect to this assignment and transfer and deliver to you the share certificates and requisite transfer forms.

This assignment and transfer is executed and delivered by each of us by way of deed and shall be subject to English law and the non-exclusive jurisdiction of the English and Florida courts.

Executed and delivered as a deed  
By Scot Young 

The foregoing instrument was acknowledged before me this 29 day of March, 2006, by Scot Young  who is personally known to me OR  who produced \_\_\_\_\_ as identification.

Consented to by and on behalf of Silverwing Speciality Finance Limited:  
  
Authorise Representative  
Date: 29 March, 2006



06/01/2009

Notaries Public



Department Menu



### **Commission Detail**

**Notary ID:** 930340  
**Last Name:** Motta  
**First Name:** Yulieth  
**Middle Name:**  
**Birth Date:** 04/28/62  
**Transaction Type:** REN  
**Certificate:** DD 363626  
**Status:** EXP  
**Issue Date:** 11/20/04  
**Expire Date:** 11/19/08  
**Bonding Agency:** Notary Public Underwriters  
**Mailing Address:** 9090 S Dadeland Blvd  
Miami, FL 33156-0000

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[\[Department of State\]](#) [\[Notary Public Access System\]](#) [\[Email Us\]](#)

**Florida Department of State Division of Corporations**  
P.O. Box 6327  
Tallahassee, FL 32314  
Phone (850) 245-6945

TOYNE & MAYO, P.A.  
ATTORNEYS AT LAW  
WASHINGTON MUTUAL BANK BUILDING  
150 S.E. 2ND AVENUE, SUITE 1025  
MIAMI, FL 33131-1577

305-377-1910 TEL  
305-377-1915 FAX

September 14, 2006

via hand delivery

Agrandise Associates

Re: Solar Breeze Ltd. Transaction

Agrandise Associates Limited; and  
Parasol Participations Limited

Care of  
Mishcon de Reya  
Summit House  
12 Red Lion Square  
London, WC1R 4QD

AND

Jirehouse Capital Trustees Limited  
8 John Street  
London WC1N 2ES

Re: Scot Gordon Young

Dear Sirs:

As the senior partner of this law firm, I am qualified to practice law in the State of Florida, United States of America. I am representing Mr. Scot Gordon Young for the limited purpose of advising him regarding the meaning and impact under Florida Law of executing certain documents, as follows:

*Scot Young*

- (1) that certain agreement entitled "Agreement relating to the Acquisition of Shares in Parasol Participations Limited" entered into between (1) the Company and others, (2) Agrandise Associates Limited, (3) Parasol Participations Limited, (4) Scot Gordon Young, (5) Ruslan Fomichev and Vasily Peganov, (6) Jirehouse Capital Trustees Limited and (7) MTM Nominees Limited and certain documents referred to therein as Exhibits and to be entered into by him as follows;

- (i) Affidavit of Scot Gordon Young;
  - (ii) Letters Confirming Security Interests;
  - (iii) Deed of Confirmation, Novation and Guarantee;
  - (iv) the Settlement and Contribution Deeds (Exhibit P);
  - (v) Deeds of Acknowledgement of Indebtedness, Release and Indemnity; and
  - (vi) Letter of Acknowledgement, and Confirmation; and
- (2) a letter dated August, 2006 appointing Jrehouse Capital to act as his process agent under Documents to accept service of process in England;

Scot Young was introduced to me by counsel for Jonathan Brown, with whom I am well acquainted. He was further identified to me by his United Kingdom passport, Number: GBR 500294174 a true and correct copy of which is attached hereto. Mr. Young is here in Florida pursuant to a B1/B2 Visa, number 20053354730001, which is in the previously referenced passport.

I am not licensed in the United Kingdom, and am not familiar with the law governing the above mentioned documents; however Mr. Michael McCabe, a Solicitor with the Crill Canavan firm was also present for the purpose of advising Mr. Young about the documents and their legal effect under U.K. law. The above mentioned documents were fully executed by Mr. Young in my presence. It is my opinion that Mr. Young fully understands the meaning and impact, under Florida law, as to the binding nature of his execution of the subject documents.

Very truly yours,

Toyne & Mayo, P.A.

By: Ross B. Toyne

NA\Counseling - Scot Young\Young 02.doc

3681(A)

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Direct dial +44 (0)20 7614 3593 Our reference: LRUW.052.Y10.131.139  
Direct fax +44 (0)20 7614 1403 Your reference  
plowbarn@foxwilliams.com

PRIVATE & CONFIDENTIAL

Stanley Beller Esq  
Beller & Co  
43 Portland Place  
London  
W1B 1QH



7 March 2006

Dear Stanley

Project Moscow

We act for Scot Young ("SY") in connection with his investment in Project Moscow and have been instructed by our client to confirm the nature of SY's interest in Project Moscow.

Project Moscow is a property development on Estate 12, 2<sup>nd</sup> Zvenigorodskaya St, Moscow (the "Property"). SY's Russian lawyers, Pepeliaev, Goltzblat & Partners confirmed in a due diligence report dated 10 June 2005, that:

- (i) the Property is owned by OAO NPF Spekt LK ("Spekt");
- (ii) approximately 60% of the shares in Spekt were held by another Russian company, OOO Resurs Development ("Resurs"); and
- (iii) the shares in Resurs are held by a Cyprus company, Parasol Participations Limited ("PPL").

A representative of Spekt has subsequently confirmed to SY that Resurs holds more than 71% of the share capital of Spekt. Pursuant to the terms of the share purchase and shareholders agreement dated 26 January 2006, SY became the beneficial owner of 50% of the issued share capital of PPL (the "SY Shares"). A structure chart is set out in Appendix 1.

Knight Frank have undertaken due diligence into the Project. Cyprus counsel, Chrysses Demetriades & Co., have undertaken due diligence into PPL and Russian counsel, Pepeliaev, Goltzblat & Partners have undertaken due diligence into the Russian subsidiaries including Spekt.

We confirm that a third party investor has lent the sum of US\$5,000,000 in return for an option to acquire the beneficial interest in 5% of the issued share capital of PPL with the loan to be forgiven upon exercise of the option.

For the purposes of SY's tax planning, we have already applied for the registration of the transfer of certain of the SY Shares to BVI companies which are, via a Liechtenstein foundation, beneficially owned by SY. We have been instructed to and will today apply for the registration of the transfer by SY of a further tranche of the SY Shares (constituting 14% of the issued share capital of PPL) as follows (the "Relevant Shares"):

Tina Williams	Stephen Sibbin	Philippo Aldrich	Aron Pinar
Rohan Fox	Mark Watson	Gavin Foggo	John Greager
Paul Osborne	Jane Mann	Tom Cusance	
Nigel Miller	Mark Tasker	Douglas Preece	

Regulated by the Law Society

