Shaham & Assoc., C.P.A (Isr). 16 Shapira St. Ramat-Gan 52506 Israel
Tel. 972-3-5751122 Fax. 972-3-5751108 EMAIL :office@shaham-cpa.co.il

Addressed to:

Runcom Technologies LTD
Moshe Levi 11
Rishon Le zion

We, Shaham & Assoc., established in 16 Shapira St. Ramat-Gan 52506 Israel, represented for signature of this audit certificate by Nimrod Shaham, CPA (Isr), hereby certify that:

- We have conducted an audit relating to some information declared in your Financial Statement per Activity attached to this audit certificate and presented to the Commission of the European Communities under the contract: Scalable, Ultra-fast and Interoperable Interactive Television, "SUIT", No 028042, for the period Febuary 1, 2006 to January 31, 2007.
- We confirm that our audit was carried out in accordance with generally accepted auditing standards respecting ethical rules and on the basis of the relevant provisions of the above referenced contract and its annexes.

  The above mentioned Financial Statement per Activity was examined and all tests of the supporting documentation and accounting records deemed necessary were carried out in order to obtain reasonable assurance that, in our opinion, based on our Audit:

  - The amount of the total eligible costs (€ 337,747 - three hundred & thirty seven thousand, seven hundred, forty seven Euro) you declared in Box 2 of the attached Financial Statement per Activity is complying with the following cumulative conditions:
    - ✓ They are actual and answer to your economic environment;
    - ✓ They are determined in accordance with your usual accounting principles;
    - ✓ They have been incurred during the periods covered by the Financial Statement per Activity concerned by this audit certificate;
    - ✓ They are recorded in your accounts at the date of the establishment of this audit certificate;
    - ✓ They are exclusive of any non-eligible costs which are, as established in the second paragraph of article II.19 of your above mentioned contract with the Commission of the European Communities:
      - Any identifiable indirect taxes, including VAT or duties;
      - Interest owed;
      - Provisions for possible future losses or charges;
      - Exchange losses;
      - Costs declared, incurred or reimbursed in respect of another Community project;
      - Return on capital;
      - Debt and debt service charges;
      - Excessive or reckless expenditure;

Shaham & Assoc., C.P.A (Isr). 16 Shapira St. Ramat-Gan 52506 Israel
Tel. 972-3-5751122 Fax. 972-3-5751108 EMAIL :office@shaham-cpa.co.il

- Any cost which does not meet the conditions established in Article II.19.1. of your contract with the Commission of the European Communities.

✓ They are represented according to the FC cost reporting model, you are eligible to use according to article II.22 of your above mentioned contract with the Commission of the European Communities;

As such, they are also exclusive of any additional direct eligible costs covered by contributions from third parties defined in indents (a) and (b) of Article II.23 of your contract with the Commission of the European Communities.

✓ They are represented according to the following basis for the conversion rate used of EURO:

- The conversion rate of the date where the actual costs were incurred.

▪As declared in Box 3 of the attached Financial Statement per Activity, the total amount of receipts for the periods covered by this Financial Statement per Activity is equal to 0 (None);

- Accounting procedures used in the recording of your eligible costs and receipts respect the accounting rules of the State in which you are established as well as permit the direct reconciliation between the costs and receipts incurred for the implementation of the project covered by the EC contract above mentioned and the overall statement of accounts relating to your overall business activity;
- Our company is qualified to deliver this audit certificate in full compliance with the second and third paragraphs of article II.26 of the contract;

Enclosed herewith the relevant information establishing this qualification.

Sincerely Yours

MARCH 20, 2007
Date

Shaham & Assoc.,
C.P.A (I.s.r)