

See attached rider

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed DLA Scotland LLP

Date 20 October 2004

On behalf of ~~XXXXXX~~ [mortgagee/chargee][†]

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

[†] 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 CF14 3UZ

TEAMtalk Media Group Limited (registered number 03921392) (the "Grantor")**Rider to Form 395**

In terms of the Deed, the Grantor (with full title guarantee) as continuing security for the payment and discharge when due of the Secured Liabilities:

1. charges to **BoS** all Securities and their proceeds of sale;
2. charges to **BoS** all dividends, interest and other distributions (whether in cash or in specie and whether of a capital or income nature) declared, paid or made in respect of the Securities at any time;
3. charges to **BoS** all accretions, rights, benefits, money or property accruing, issued or offered in respect of the Securities at any time, whether by way of rights, bonus, capitalisation, conversion, exchange, pre-emption, option, redemption or otherwise and all interest or rights (whether legal or equitable having regard to applicable law) in relation to any Securities which for the time being are held in a Relevant System or otherwise subject to its rules and practices (including, without limitation, the Grantor's rights against the operator of such Relevant System or another participant in it).

The security created in terms of the Deed shall apply by way of first fixed charge.

In this Form 395 the following terms shall have the following meanings set out below:

	Number	Denomination/Type of Security (value and whether share, loan note or other)	Issued by	Relevant System
"Securities" means	92,000 (being the entire issued share capital of the company concerned)	1p A Ordinary Shares	Rivals Digital Media Limited (company number 04284373)	Certificated securities
	9,266,902 (being the entire issued share capital of the company concerned)	£1 Ordinary Shares	Sporting Life UK Limited (company number 03177760)	Certificated securities
	932 (being the entire issued share capital of the company concerned)	£1 Ordinary Shares	TEAMtalk Broadcast Limited (company number 04004291)	Certificated securities
	100 (being the entire issued share capital of the company concerned)	£1 Shares	TEAMtalk Media Limited (company number 03619904)	Certificated securities
	5,711 (being the entire issued share capital of the company concerned)	£1 Ordinary Shares	TEAMtalk Satellite Limited (company number 01905935)	Certificated securities

	Number	Denomination/Type of Security (value and whether share, loan note or other)	Issued by	Relevant System
	10,392,083 (being the entire issued share capital of the company concerned)	£1 Ordinary Shares	TEAMtalk.com Limited (company number 03905663)	Certificates securities
	1,801,131 (being the entire issued share capital of the company concerned)	£1 Ordinary Shares	TTC2 Limited (company number 03908730)	Certificated securities
	1,254,421 (being the entire issued share capital of the company concerned)	£1 Ordinary Shares	TTC3 Limited (company number 03905668)	Certificated securities
	1 (being the entire issued share capital of the company concerned)	£1 Ordinary Shares	TTC4 Limited (company number 04236367)	Certificated securities
	122,769 (being the entire issued share capital of the company concerned)	1p Ordinary Shares	Oddschecker Limited (company number 04007343)	Certificated securities
	1,304,421 (being the entire issued share capital of the company concerned)	£1 Ordinary Shares	Rapid Raceline Limited (company number 03573461)	Certificated securities
“Relevant System”	has the meaning given to that term by the Uncertificated Securities Regulations 1995 and includes any other system or facility (whether established in the United Kingdom or elsewhere) providing means for the deposit of securities and clearance of transactions in them.			

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03921392

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE SECURITY OVER SHARES DATED THE 14th OCTOBER 2004 AND CREATED BY TEAMTALK MEDIA GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st OCTOBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd OCTOBER 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

DPF