

Statement to comply with Section 644(5) Companies Act 2006

Rivals Digital Media Limited: Company Number 04284373 (the "Company")

Introduction

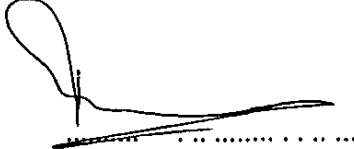
We refer to the written resolution of the sole shareholder of the Company dated 14 February 2011 (a copy of which accompanies this statement) (the "**Written Resolution**") which approved, among other things, the cancellation and extinguishment of 170,091,800 issued ordinary shares of £0.01 each and the reduction and extinguishment of the share premium account from £2,811,728 to £0, each in the capital of the Company and the consequent reduction in the Company's share capital (the "**Reduction of Capital**")

Statement by the directors

We,
Piers Croton,
Richard Flint and
Simon Steele

being all the directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 14 February 2011 in relation to the Reduction of Capital (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolutions were passed and (ii) was provided to the Company's sole shareholder at the same time as the proposed Written Resolution was sent to the sole shareholder

Signed by:



Piers Croton

Date 14 February 2011



Richard Flint

Date 14 February 2011



Simon Steele

Date 14 February 2011

WEDNESDAY



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COMPANIES HOUSE