

2 April 2007

121Media, Inc. ('121Media' or the 'Company')

Notice of AGM and Shareholder Proxy Statement

121Media (AIM: OTO and OTOM), a market leader in the field of behavioural and contextual online advertising, today announces it will hold its annual general meeting (AGM) at 11 a.m., 26 April, 2007, at the Company's offices at Golden Cross House, 8 Duncannon Street, London WC2N 4JF.

The proxy statement outlining details of the AGM will be posted to shareholders today.

Full details are set out in the Appendix below.

For Enquiries

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Kent Ertugrul (Chief Executive)

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Appendix: Proxy Statement

**121MEDIA, INC.
Golden Cross House
8 Duncannon Street
London
WC2N 4JF
0870 405 7722**

March 30, 2007

Dear Stockholder:

You are cordially invited to attend the 2007 annual general meeting of stockholders of 121Media, Inc. to be held at 11:00 a.m. April 26, 2007, at our offices at Golden Cross House, 8 Duncannon Street, London WC2N 4JF.

At the meeting you will be asked to elect two directors, approve the amendment of our Amended and Restated Certificate of Incorporation, as amended, ratify our appointment of H.W. Fisher & Company

as our auditors for the fiscal year ending December 31, 2007, and to transact any and all other business that may properly come before the meeting or any adjournment(s) thereof. In addition, we will be pleased to report on our affairs and a discussion period will be provided for questions and comments of general interest to stockholders.

For your information and following the passing of the stockholder resolutions, after the annual general meeting and the filing of the proposed amendment to our Certificate of Incorporation, we intend to reorganize so that we become the direct wholly-owned subsidiary of a newly formed Delaware corporation to be named Phorm, Inc. (“Phorm”). The reorganization shall be implemented by means of a merger of Phorm’s wholly-owned subsidiary with and into us pursuant to Section 251(g) of the Delaware General Corporation Law. No stockholder approval is required to effect this merger.

Furthermore, as a result of the proposed amendment to our Certificate of Incorporation eliminating Article VII, we need not make an offer to purchase the shares of you and our other shareholders in connection with the reorganization. The proposed amendment to our Certificate of Incorporation requires the affirmative vote of 75% of our shares voting on this matter and the affirmative vote of a majority our outstanding shares.

After the reorganization, you and our other stockholders will be the sole owners of Phorm and hold the same amount and proportion of the outstanding capital stock of Phorm as you and they currently hold of our capital stock. Phorm will become our new parent, owning all of our outstanding securities. The certificate of incorporation and bylaws of Phorm will be substantially identical to our Amended and Restated Certificate of Incorporation, as amended by the proposed amendment, and our directors will become or remain directors of Phorm.

Following the reorganization, our business will operate under the Phorm name, and our name will be changed to Phorm UK, Inc. At the effective time of the merger, our common stock will be delisted from the AIM market of the London Stock Exchange plc and the common stock of Phorm that you receive in the merger will be listed on the AIM market in accordance with our reorganization and subject to any securities law restrictions currently applicable to our common stock. After the merger, your stock certificates of 121Media, Inc. will represent shares of Phorm, Inc.

We look forward to greeting personally those stockholders who are able to be present at the meeting. However, whether or not you plan to be with us at the meeting, it is important that your shares be represented. Accordingly, you are requested to sign and date the enclosed proxy and mail it in the envelope provided at your earliest convenience.

Thank you for your cooperation.

Very truly yours,

Kent Ertugrul
Director and Chief Executive Officer

121MEDIA, INC.

NOTICE OF ANNUAL GENERAL MEETING OF STOCKHOLDERS

The 2007 annual general meeting of stockholders of 121Media, Inc. will be held on April 26, 2007 at 11:00 a.m. at our offices at Golden Cross House, 8 Duncannon Street, London WC2N 4JF for the following purposes:

- (1) To elect Gerard Baz as a Class I director and Kent Ertugrul as a Class II director;
- (2) To approve the amendment of our Amended and Restated Certificate of Incorporation, as amended;
- (3) To ratify the appointment of H.W. Fisher & Company as our auditors for the fiscal year ending December 31, 2007; and,
- (4) To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.

All stockholders of record at the close of business on March 29, 2007 will be entitled to notice of and to vote at the meeting or any postponements or adjournments of the meeting. A list of stockholders eligible to vote at the meeting will be available for inspection at the meeting and for a period of ten days prior to the meeting during regular business hours at our offices at Golden Cross House, 8 Duncannon Street, London WC2N 4JF.

You are cordially invited to attend the meeting in person. If you are unable to attend the meeting in person please complete and date the enclosed form of proxy and return it promptly in the envelope provided. If you attend the meeting you may revoke your proxy and vote your shares in person.

KENT ERTUGRUL
Director and Chief Executive Officer

London, England
March 30, 2007

**121MEDIA, INC.
Golden Cross House
8 Duncannon Street
London WC2N 4JF**

PROXY STATEMENT

This proxy statement contains information relating to the annual general meeting of stockholders of 121Media, Inc. to be held on April 26, 2007, beginning at 11:00 a.m. at our offices at Golden Cross House, 8 Duncannon Street, London WC2N 4JF, and at any postponements or adjournments thereof.

ABOUT THE MEETING

What is the purpose of the annual general meeting?

At our annual general meeting, stockholders will act upon the matters outlined in the notice of meeting on the cover page of this proxy statement, consisting of the election of two directors, the approval of the amendment of our Amended and Restated Certificate of Incorporation, as amended, the ratification of the appointment of H.W. Fisher & Company as our auditors for the fiscal year ending December 31, 2007, and such other business that may properly come before the meeting. In addition, management will report on our performance and respond to questions from stockholders. The Board of Directors is not currently aware of any other matters which will come before the meeting.

Proxies in the form attached as Appendix A to this proxy statement for use at the meeting are being solicited by the Board of Directors. Proxies shall be mailed to stockholders on or about April 2, 2007.

How do proxies work?

The Board of Directors is asking for your proxy. Giving us your proxy means that you authorize us to vote your shares at the annual general meeting in the manner you direct. You may vote for all, some, or none of our board of director candidates. You may vote for or against the amendment of our Amended and Restated Certificate of Incorporation, as amended. You may also vote for or against the ratification of our selection of H.W. Fisher & Company as our auditors for the fiscal year ending December 31, 2007.

Who is entitled to vote at the meeting?

Only stockholders of record at the close of business on March 29, 2007, the record date for the meeting, are entitled to receive notice of and to participate in the annual general meeting, or any postponements and adjournments thereof. If you were a stockholder of record on that date, you will be entitled to vote all of the shares you held on that date at the meeting, or any postponements or adjournments of the meeting.

What are the voting rights of our stockholders?

On March 29, 2007, there were 11,386,450 shares of common stock outstanding. Each outstanding share of common stock is entitled to one vote on each of the matters presented at the annual meeting or adjournments thereof.

How do I vote?

You may vote in person at the meeting or by using the enclosed proxy card. The Board of Directors recommends that you vote by proxy even if you plan to attend the meeting. If you are a “street name” stockholder and wish to vote at the meeting, you will need to obtain a proxy form from the institution that holds your shares.

What are the Board of Directors’ recommendations?

If you sign and return the enclosed proxy card but do not specify how to vote, we will vote your shares in favour of our director nominees, the amendment of our Amended and Restated Certificate of Incorporation, as amended, and the ratification of H.W. Fisher & Company as our auditors for the fiscal year ending December 31, 2007. If any other matters are properly presented for consideration at the meeting, the individuals named as proxies on the enclosed proxy card will vote the shares that they represent on those matters as recommended by the Board of Directors. If the Board does not make a recommendation, then they will vote in accordance with their best judgment. In summary, the Board of Directors recommends a vote:

- to approve Proposal No. 1, for election of the nominated directors;
- to approve Proposal No. 2, for the amendment of our Amended and Restated Certificate of Incorporation, as amended; and
- to approve Proposal No. 3, for ratification of the appointment of H.W. Fisher & Company as our auditors for the fiscal year ending December 31, 2007.

Stockholders are urged to complete, sign, date and return the enclosed proxy in the envelope provided. In order to avoid unnecessary expense, we ask your cooperation in mailing your proxy promptly.

PROPOSAL NO. 1—ELECTION OF DIRECTORS

We are nominating two directors. Our Board of Directors is divided into three classes. Gerard Baz shall be nominated for election at the annual general meeting of stockholders as a Class I director and Kent Ertugrul shall be nominated for election as a Class II director. Immediately following the annual general meeting, we will have no Class III directors.

The term of our Class I director(s) shall expire in 2008, our two Class II director(s) shall expire in 2009, and our Class III director(s) shall expire in 2010. At each succeeding annual general meeting of stockholders, successors to the class of directors whose term expires at that annual general meeting of stockholders will be elected for a three year term. Each director will hold office until his successor is elected or appointed or until his earlier resignation or removal.

After the annual general meeting, we intend to reorganize so that we become the direct wholly-owned subsidiary of a newly formed Delaware corporation to be named Phorm, Inc. (“Phorm”), by means of a merger of Phorm’s wholly-owned Delaware corporation subsidiary with and into us pursuant to Section 251(g) of the Delaware General Corporation Law. Pursuant to Section 251(g), this merger does not require a stockholder vote to effect this type of reorganization. Immediately after the merger, you and our other stockholders will be the sole owners of Phorm and hold the same amount and proportion of the outstanding capital stock of Phorm, as you and they hold of our capital stock immediately prior to the merger, Phorm will become our parent company, Phorm’s capital stock shall be listed on AIM and Phorm’s directors shall be Kent Ertugrul as a Class II Director and Gerard Baz as a Class I Director if Proposal 1 is approved.

Unless otherwise specified, the enclosed proxy will be voted in favour of the persons named below to serve until the expiration of their term and until their successors are duly elected and qualified. Should one or more of these nominees be unable to accept nomination or election as a director, the individuals named as proxies on the enclosed proxy card will vote the shares that they represent for such other persons as the Board of Directors may recommend. The Board of Directors has no present knowledge that any of the persons named will be unavailable to serve. Following the merger, Phorm intends to replace our existing directors with senior executives residing in our UK offices.

Set forth below is information concerning each nominee for director.

<u>Director Nominees</u>	<u>Age</u>	<u>Position</u>
Gerard Baz	47	Class I Director
Kent Ertugrul	43	Class II Director and Chief Executive Officer

Certain biographical information about each of these individuals is set forth below.

Kent Ertugrul has worked as an international entrepreneur directly involved in the financial and technology industries for more than 15 years. After induction in JP Morgan’s management training programme he joined Credit Suisse First Boston and then Morgan Stanley in London. He then oversaw, as director and chief financial officer, the growth of Compass Technology from 5 to 170 employees. As it became a leading PC-based voice mail company in the US, Compass merged in 1991 with Milpitas, which in turn was later acquired by Lucent Technology. Kent then began to focus on Russia where, in addition to working on artificial intelligence based trading systems and setting up a debt arbitrage partnership with GML in London, he founded Migs Etc., a joint venture with the Russian Air Force and the Russian Space Agency which offered joy rides to tourists in Mig-29 jet fighters, as well as micro-gravity flights to civilians. Prior to starting PeopleOnPage, Kent founded Life.com, a desktop software and online interactive diary, as well as Voxster, a company enabling Instant Messaging for email.

Gerard Baz, spent 11 years at Microsoft Corporation in Redmond, Washington, where he held several positions. Most notably, he headed the Microsoft Word program management group for several years with overall responsibility for product design and project management for all versions of Word. Later, he joined the newly created MSN group to be in charge of business development and relations with content providers, before moving to Paris to prepare the European launch of MSN in the major European markets. An angel investor since 1998, he has invested in several European and US based

internet and high technology ventures. He received a degree from Ecole Centrale de Paris in 1982 and an MS in Computer Science from Columbia University in 1984.

Vote Required

The nominee for Class I Director and Class II Director who receive the highest number of affirmative votes of the shares present in person or represented by proxy and entitled to vote, a quorum being present, shall be elected as our directors for such class. Upon the execution and return of the enclosed form of proxy, the shares represented thereby will be voted in accordance with the terms of the proxy, unless the proxy is revoked. In the absence of instructions to the contrary, the shares represented thereby will be voted "FOR" all the nominees set forth above.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THESE NOMINEES AS DIRECTORS.

PROPOSAL NUMBER 2 TO APPROVE THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

At the annual general meeting, stockholders will be asked to approve the amendment (the "Amendment") of our Amended and Restated Certificate of Incorporation, as amended to date (the "Current Certificate", and as amended by the Amendment, the "Amended Certificate") as set forth in the Certificate of Amendment of the Current Certificate attached as Appendix B to this proxy statement (the "Certificate of Amendment"). On March 5, 2007, the Board of Directors adopted resolutions declaring the Amendment advisable and in our best interests, approving the Amendment, and directing that the Amendment be considered at the annual general meeting of stockholders.

The purpose of the Amendment is generally to amend the Current Certificate to change our name, increase our authorized shares of common stock and modify our Certificate of Incorporation so it contains provisions more customary for Delaware corporations. Specifically, the changes the Amendment would make to the Current Certificate are for the purposes described briefly below. However, the description below is qualified in its entirety by reference to the actual Certificate of Amendment.

Changing our name.

The Amended Certificate would provide that our name is Phorm, Inc.

Increasing the number of authorized shares of our common stock from 13 million to 20 million shares.

The Current Certificate authorizes 13 million shares of common stock. As of March 29, 2006, there were 11,386,450 shares of our common stock issued and outstanding. We currently have commitments to issue an aggregate of approximately 2,680,429 additional shares of common stock upon exercise of outstanding options to purchase common stock granted pursuant to our 2003 Stock Incentive Plan and approximately 31,473 outstanding warrants. As a result, a principal reason for increasing our authorized shares of common stock is to provide that sufficient authorized shares are available for issuance upon exercise of these outstanding options, and any additional options granted by our Board of Directors in accordance with such Plan. The additional authorized shares may also be used by us for such purposes in our best interests as determined by our Board of Directors from time to time. The Board of Directors believes that the proposed increase is necessary to provide us with the flexibility to pursue opportunities without added delay or expense. The additional shares of authorized common

stock could be issued for any proper corporate purpose including, without limitation, raising additional capital, acquiring other companies, businesses, products or services, a stock split or stock dividend, or attracting and retaining employees by the issuance of additional securities under our equity compensation plans. Any future issuances may be authorized by the Board of Directors without any further action by stockholders, except as required by Delaware law or stock exchange rules.

Upon issuance, the additional shares of authorized common stock would have rights identical to the shares of common stock currently outstanding. Approval of the additional authorized shares would not have any immediate dilutive effect on the proportionate voting power or other rights of existing stockholders.

Providing that the bylaws may be adopted, amended or repealed by the Board of Directors

The Current Certificate provides that our bylaws may only be adopted, altered or amended by seventy-five percent (75%) of votes cast. The Amended Certificate provides that our bylaws may be adopted, amended or repealed by the Board of Directors. We believe this provision, which provides much greater flexibility to our Board of Directors with respect to modifications of our bylaws, is currently more customary for public Delaware corporations than the provision in the Current Certificate. Based on our conversation with potential directors, we believe it is important for us to have a customary Delaware Certificate of Incorporation in order for us to attract and retain the services of qualified individuals to serve as directors and attract investors. Also, this provision, taken together with the applicable provisions of the Delaware General Corporation Law, would also allow our stockholders greater flexibility to adopt, amend or repeal the bylaws with a majority (rather than seventy-five percent (75%), as is the case under the Current Certificate) of votes cast.

If the Amendment is approved by our stockholders, we intend to recommend to the Board of Directors that they amend our bylaws so they are more consistent with current customary bylaws of public Delaware corporations.

Providing for customary indemnification of our directors, officers, employees and agents.

The Current Certificate does not require us to indemnify our current and former directors and officers. Indemnification is provided for in our bylaws. The Amended Certificate would provide indemnification for our current and former directors and officers and expands on the indemnification currently provided for in Section 37 of our bylaws. Section 37 of our bylaws requires us to indemnify each person who serves or served as our director or officer against all expenses, liability and loss from any lawsuit or other legal proceeding in connection with service as our director or officer, or service as a director or officer of another company at our request. The provisions of the Amended Certificate expands upon this indemnification by also requiring us to indemnify each person who serves or served as our director or officer against all expenses, liability and loss from any lawsuit or other legal proceeding in connection with service as our employee or agent, or service as an employee or agent of another company at our request. The Amended Certificate would also provide, as does Section 38 of our Bylaws, that we will pay all expenses incurred by such persons in defending any such proceeding as they are incurred, so long as they agree to repay such expenses if it is ultimately determined that they are not entitled to indemnification for such expenses by us. We believe these indemnification provisions are customary, and that it is more common for Delaware corporations to include such indemnification provisions in their certificates of incorporation rather than their bylaws. Based on our conversation with potential directors, we believe it is important for us to provide customary indemnification to directors and officers and to have a customary Delaware Certificate of Incorporation in order for us to attract and retain the services of qualified individuals to serve as our directors and officers.

Elimination of the obligation to make an offer for all of the outstanding capital stock under certain circumstances.

The Current Certificate obligates any person: (1) who acquires, in one or a series of transactions, securities constituting thirty percent (30%) or more of the voting power of our outstanding capital stock, or (2) who, together with persons acting in concert with such person, holds securities constituting not less than thirty percent (30%) but not more than fifty percent (50%) of the voting power of our outstanding capital stock, and acquires, together with persons acting in concert with such person, in any twelve (12) month period, additional securities constituting more than one percent (1%) of such voting power, to extend an offer (an “Offer”) to the holders of all of our outstanding capital stock and outstanding convertible securities, warrants, options or subscription rights, for the acquisition of these securities (the “Offer Provision”). The Amended Certificate would eliminate these obligations.

The Offer Provision significantly impairs our ability to raise capital and make acquisitions of other companies by means of issuing our capital stock where the amount issued triggers the obligation to extend an Offer, because we would become obligated to extend an Offer to all of our security holders upon the closing of any such acquisition or financing transaction unless this obligation were waived by our stockholders. Eliminating the Offer Provision from our certificate of incorporation would provide us the flexibility to effect such acquisitions and financings without holding a meeting of stockholders and obtaining such a waiver.

Furthermore, by removing the Offer Provision, we will not need to make an Offer in connection with our reorganization whereby we shall become the direct wholly-owned subsidiary of Phorm by means of a merger with Phorm’s wholly owned subsidiary. While we do not believe that the Offer Provision in the Current Certificate was meant to apply to this type of merger, the Offer Provision does not specifically exclude internal reorganizations.

The Offer Provision is also unusual for a Delaware corporation since it is modelled after provisions in the The City Code on Takeovers and Mergers of the United Kingdom’s Takeover Panel, which ordinarily does not apply to Delaware corporations. Based on our conversation with potential directors, we believe it is important for us to have a customary Delaware Certificate of Incorporation in order for us to attract and retain the services of qualified individuals to serve as our directors and officers, and for us to attract investors. Moreover, because the Offer Provision is simply modelled after The City Code, the Offer Provision can result in consequences that were not intended by The City Code. However, the Offer Provision is designed to ensure that our security holders of the same class are treated equally by a potential acquirer, and deletion of the Offer Provision from our Certificate of Incorporation would eliminate the benefits it would provide you and our other stockholders in the event of a hostile attempt to take control of us.

Providing that any part of our Certificate of Incorporation may be amended by the vote of holders of a majority of our outstanding common stock.

The Current Certificate requires no less than seventy-five percent (75%) of shares voted to amend, alter, or repeal certain provisions of our Certificate of Incorporation. The Amended Certificate would require the vote of holders of a majority of our outstanding common stock to amend, alter or repeal any provision of our Certificate of Incorporation. We believe it is more customary for Delaware corporations to be governed by the provision in the Amended Certificate than the provision in the Current Certificate. Based on our conversation with potential directors, we believe that it is important

for us to have a customary Delaware Certificate of Incorporation in order for us to attract and retain the services of qualified individuals to serve as our directors and officers and for us to attract investors.

Elimination of Restrictions on Borrowing.

The Current Certificate contains provisions which restrict our borrowing. If we desire to borrow amounts or in a manner that would violate the restrictions of the Current Certificate, we would be required to solicit the waiver of these provisions from our stockholders, which could delay or prevent such borrowing. We believe that it is in our and our stockholders' best interests if borrowing is left to the discretion of our Board of Directors and management, since they are most familiar with and responsible for our day-to-day operations and our liquidity requirements. Such provisions are unusual for a public Delaware corporation's Certificate of Incorporation. Based on our conversation with potential directors, we believe it is important for us to have a customary Delaware Certificate of Incorporation in order for us to attract and retain the services of qualified individuals to serve as our directors and officers and for us to attract investors.

Vote Required

Both the affirmative vote of seventy-five percent (75%) of our outstanding shares of common stock present in person or represented by proxy at the annual meeting and entitled to vote and which have actually been voted, and the affirmative vote of a majority of the shares of our outstanding common stock on the record date and entitled to vote, are required for the approval of the Amendment. Upon the execution and return of the enclosed form of proxy, the shares represented thereby will be voted in accordance with the terms of the proxy, unless the proxy is revoked. If no directions are indicated in such proxy, the shares represented thereby will be voted "FOR" the approval of the Amendment.

The Board of Directors has reserved the right, in the exercise of its discretion, to abandon the Amendment regardless of whether the shareholders approve it. If the Amendment is approved by the stockholders and it is not abandoned by the Board of Directors, it will become effective upon filing of the Certificate of Amendment with the Secretary of State of the State of Delaware, which filing is expected to occur soon after the Annual Meeting.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL OF THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, AS SET FORTH IN THE CERTIFICATE OF AMENDMENT.

**PROPOSAL NUMBER 3
RATIFICATION OF APPOINTMENT OF
AUDITORS**

Our Board of Directors has appointed H.W. Fisher & Company as the auditors to audit our accounts for the year ending December 31, 2007. H.W. Fisher & Company have been our auditors with effect our December 2004 year end. Notwithstanding its selection, the Board of Directors, in its discretion, may appoint another auditors at any time during the year if the Board of Directors believes that such a change would be in our and our stockholders' best interests. If the appointment is not ratified by our stockholders, the Board of Directors may reconsider whether it should appoint another auditors. A representative of H.W. Fisher & Company will be present (either in person or by telephone) at the 2007 annual meeting and will have an opportunity to make a statement if he or she desires to do so, and will respond to appropriate questions from stockholders.

Vote Required

The affirmative vote of a majority of our outstanding shares of common stock, present in person or represented by proxy at the 2007 annual meeting entitled to vote and which have actually been voted is required for the approval of the ratification of the appointment of H.W. Fisher & Company as our auditors for the fiscal year ending December 31, 2007. Upon the execution and return of the enclosed form of proxy, the shares represented thereby will be voted in accordance with the terms of the proxy, unless the proxy is revoked. If no directions are indicated in such proxy, the shares represented thereby will be voted "FOR" the ratification of H.W. Fisher & Company as our auditors for the fiscal year ending December 31, 2007.

THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF H.W. FISHER & COMPANY AS OUR AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.

OTHER MATTERS

We do not know of any matters that are to be presented for action at the annual meeting other than those set forth above. If any other matters properly come before the annual meeting, the persons named in the enclosed form of proxy will vote the shares represented by proxies in accordance with their best judgment on such matters.

By Order of the Board of Directors

Kent Ertugrul
Director and Chief Executive Officer

London, England
March 30, 2007

Appendix A

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The shareholder executing and delivering this Proxy hereby appoints Messrs. Kent Ertugrul and Gerard Baz and each of them as Proxies, with full power of substitution, and hereby authorizes them to represent and vote, as designated below, all shares of common stock of 121Media, Inc. held of record by the undersigned as of March 29, 2007, at the annual general meeting of stockholders, to be held at our offices at Golden Cross House, 8 Duncannon Street, London WC2N 4JF, on April 26, 2007 at 11:00 a.m., or at any adjournment thereof.

The Board of Directors recommends a Vote “FOR” each of the items listed below.

1. To elect two directors. The nominees are:

Gerard Baz, for Class I director
Kent Ertugrul, for Class II director

FOR ALL WITHHOLD AS TO FOR ALL EXCEPT
ALL _____

2. To adopt the proposed amendment to our Amended and Restated Certificate of Incorporation as set forth in the Certificate of Amendment attached as Appendix B to the accompanying Proxy Statement..

FOR AGAINST ABSTAIN

3. To approve and ratify the selection of the auditors to audit our audited accounts for the year ending December 31, 2007.

FOR AGAINST ABSTAIN

4. To consider and act upon any other matters that properly may come before the meeting or at any postponement or adjournment thereof.

The undersigned hereby acknowledges receipt of the Notice of the annual meeting of stockholders and the Proxy Statement accompanying such Notice, revokes any proxy or proxies heretofore given to vote upon or act with respect to the undersigned’s shares and hereby ratifies and confirms all that said proxies, their substitutes, or any of them, may lawfully do by virtue thereof.

This Proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this Proxy will be voted for each of the proposals listed above and for such other matters as may properly come before the meeting as said proxies deem advisable.

THIS PROXY SHOULD BE MARKED, DATED AND SIGNED BY THE STOCKHOLDER(S) EXACTLY AS SUCH STOCKHOLDER'S NAME APPEARS HEREON AND RETURNED PROMPTLY IN THE ENCLOSED ENVELOPE. PERSONS SIGNING IN A FIDUCIARY CAPACITY SHOULD SO INDICATE. IF SHARES ARE HELD BY JOINT TENANTS OR AS COMMUNITY PROPERTY, BOTH SHOULD SIGN.

DATE:

Signature

Signature (Joint Owners)

Appendix B

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
121MEDIA, INC.**

* * * * *

121Media, Inc., a corporation (hereinafter called the “Corporation”) organized and existing under and by virtue of the General Corporation Law of the State of Delaware (“the Delaware General Corporation Law”) does hereby certify that:

I. The amendment to the Corporation’s Amended and Restated Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law and approved at an annual meeting of stockholders, duly called and held, upon notice in accordance with Section 222 of the Delaware General Corporation Law, at which meeting the number of shares as required by statute were voted in favor of the amendment.

II. ARTICLE I. of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

“ARTICLE I.

The name of this Corporation is **PHORM, INC.** (the “*Corporation*”).”

III. The reference to “Thirteen Million (13,000,000)” in ARTICLE IV. of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced with “Twenty Million (20,000,000)”.

IV. Section 2.(a) of ARTICLE V. of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

“(a) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.”

V. Section 2 of ARTICLE VI. of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

“2. Each person who is or was a director or officer of the Corporation and is or was made a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “*proceeding*”), by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation (including any constituent corporation absorbed in a merger) or is or was serving at the request of the Corporation (including any such constituent corporation) as a director, officer,

employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Delaware General Corporation Law, as it presently exists or may hereafter be amended, against all liability and loss suffered and expenses reasonably incurred by such person in connection therewith (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid or to be paid in settlement), and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation shall pay all expenses incurred by such a director or officer in defending any such proceeding as they are incurred in advance of its final disposition; provided, however, that if the Delaware General Corporation Law then so requires, the payment of such expenses incurred by a director or officer in advance of the final disposition of such proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified hereunder or otherwise.

3. The Corporation shall have the power to indemnify and hold harmless, to the extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such proceeding (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid or to be paid in settlement).

4. Any repeal or modification of this Article VI, or any adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification."

VI. ARTICLE VII of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

"ARTICLE VII.

[Reserved.]”

VII. ARTICLE IX of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

“ARTICLE IX.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in paragraph 2 of Article VI above, and all rights conferred upon the stockholders herein are granted subject to this reservation.”

VIII. ARTICLE X of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety as follows:

“ARTICLE X.

[Reserved.]”

IN WITNESS WHEREOF, the Corporation has caused the undersigned to execute this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be executed by Kent Ertugrul, its Chief Executive Officer, this _____ day of _____, 2007.

121MEDIA, INC.

By:

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Kent Ertugrul
Chief Executive Officer