

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): November 14, 2007

CYBERFUND, INC

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(Exact Name of Registrant as Specified in Charter)

|  |   |   |
|--|---|---|
| <u>Oklahoma</u><br>(State or other jurisdiction<br>of incorporation)   | <u>0-18565</u><br>(Commission File<br>Number) | <u>93-0947570</u><br>(IRS Employer<br>Identification No.) |
| <u>ROK House, Kingswood Business Park<br/>Holyhead Road, Albrighton<br/>Wolverhampton WV7 3AU<br/>United Kingdom</u><br>(Address of principal executive offices) |   | <u>N/A</u><br>(Zip Code)                                  |

Registrant's telephone number, including area code: 011-44-1902-374896

5447 NW 42<sup>nd</sup> Avenue  
Boca Raton, Florida 33496

(Former name or former address, if changed since last report)

With a copy to:  
Greenberg Traurig, LLP  
MetLife Building  
200 Park Avenue  
New York, New York 10166  
Attn: Spencer G. Feldman, Esq.  
Phone: (212) 801-9200  
Fax: (212) 801-6400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 DFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))
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**CURRENT REPORT ON FORM 8-K**

**CYBERFUND, INC.**

**(Operating as ROK Entertainment Group Limited)**

**November 14, 2007**

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On November 14, 2007, we completed a share exchange transaction pursuant to the terms of a Share Exchange Agreement, dated as of April 27, 2007, as amended by Amendment No. 1 thereto dated July 10, 2007, Amendment No. 2 thereto dated as of November 12, 2007, and Amendment No. 3 thereto dated as of November 14, 2007 (as so amended, the Share Exchange Agreement). Under the Share Exchange Agreement, we acquired substantially all of the outstanding ordinary shares of ROK Entertainment Group Limited, a corporation organized under the laws of England and Wales. ROK designs and develops technology to deliver audio-visual content to mobile phones, including delivery of games, television feeds, recorded entertainment and other programming. ROK also owns a company that conducts on-line sales of diamonds and diamond jewelry. As a result of the share exchange transaction, ROK became our subsidiary, with ROK's former shareholders acquiring a majority of the outstanding shares of our common stock. A copy of the Share Exchange Agreement was included as an exhibit to our current report on Form 8-K, dated as of April 27, 2007, which was filed with the U.S. Securities and Exchange Commission on May 1, 2007, and the amendments to the Share Exchange Agreement are being filed as exhibits to this current report.

We intend to reincorporate our company to the state of Delaware from Oklahoma and change our corporate name to ROK Entertainment Group Inc., upon stockholder approval in accordance with applicable federal securities and state corporate law. In connection with the name change, we will also seek to obtain a new ticker symbol for quotation on the OTC Bulletin Board.

We are filing this current report on Form 8-K for the purpose of providing summary information regarding ROK and the share exchange transaction. We expect to file a more complete Form 8-K setting forth the information required by Items 2.01, 3.02, 4.01, 5.01, 5.02, 5.03, 5.06 and 9.01 of that Form within the time periods permitted by Form 8-K, including Item 9.01(c) thereof. In addition, ROK issued a press release announcing the closing of the share exchange transaction. A copy of the press release is filed as an exhibit to this report.

**The Share Exchange Transaction**

Pursuant to the Share Exchange Agreement, we issued 45,956,161 shares of our common stock, par value \$.001 per share, in exchange for substantially all the ordinary shares of ROK. At closing, shareholders of ROK received approximately 5.56 shares of our common stock for each ordinary share of ROK in the share exchange transaction. As a result, at closing we issued 45,956,161 shares of our common stock to the former shareholders of ROK, representing 92% of our outstanding common stock following the share exchange transaction, in exchange for the outstanding ordinary shares of ROK. The consideration issued in the share exchange transaction was determined as a result of arm's-length negotiations between the parties.

In addition, all outstanding stock options issued by ROK prior to the closing of the share exchange transaction to purchase ordinary shares of ROK were amended to become stock options to purchase our common stock on substantially same terms and conditions as those options issued by ROK under its previous option scheme, except that the number of shares issuable upon the exercise of such options was amended to reflect the applicable share exchange ratio. At the closing of the share exchange transaction, these options were amended to become stock options to purchase 6,599,389 shares of our common stock.

On November 10, 2007, prior to the closing of the share exchange transaction, our board of directors and holders of a majority of our shares of common stock adopted and approved a new 2007 Incentive Compensation Plan. The purpose of the 2007 Incentive Compensation Plan is to attract, motivate, retain and reward high-quality executives and other employees, officers, directors, consultants and other persons who provide services to us and our subsidiaries by enabling such persons to acquire or increase a proprietary interest in us. The plan, which is subject to necessary stockholder notification, will initially reserve 9,000,000 authorized, unissued shares of common stock for grant awards.

The shares of our common stock issued to the former holders of ROK ordinary shares as part of the share exchange transaction were not registered under the Securities Act of 1933, as amended. These shares may not be sold or offered for sale in the absence of an effective registration statement for the shares under the Securities Act of 1933, as amended, or an applicable exemption from the registration requirements. Certificates evidencing these shares of common stock contain a legend stating the same.

#### **Changes Resulting from Share Exchange Transaction**

We intend to carry on ROK's business as our sole line of business. ROK is based in Wolverhampton, England, and is engaged in the business of delivering audio-visual content to mobile phones. We have relocated our executive offices to those of ROK at ROK House, Kingswood Business Park, Holyhead Road, Albrighton, Wolverhampton, WV7 3AU, United Kingdom. Our telephone number is 011-44-1902-374896, and our website is located at [www.rokcorp.com](http://www.rokcorp.com). The contents of ROK's website are not part of this current report and should not be relied upon with respect thereto.

Prior to the share exchange transaction, there were no material relationships between us and ROK or any of our respective affiliates, directors or officers, or any associates of the respective officers or directors. All of our pre-share exchange liabilities were extinguished prior to the completion of the share exchange transaction.

Under Oklahoma law, we did not need the approval of our stockholders to complete the share exchange transaction. The share exchange transaction was previously approved by substantially all of the holders of ROK ordinary shares under the Companies Law of England and Wales.

#### **Expansion of Board of Directors; Management**

In accordance with our by-laws for filling newly-created board vacancies, Mark G. Hollo and William J. Reilly, existing Cyberfund directors, appointed Jonathan Kendrick and Laurence Alexander, previous directors of ROK, to serve as additional directors of our company effective at the closing of the share exchange transaction. James Kendrick, Lord (Benjamin) Mancroft and Alex Renny were also appointed as directors effective upon compliance by us with the provisions of Section 14(f) of the Securities Exchange Act and Rule 14f-1 under that act.

On November 14, 2007, Jonathan Kendrick was appointed as our Chairman of the Board, Laurence Alexander was appointed as our President and Chief Executive Officer, James Kendrick was appointed as our Chief Operating Officer and Alex Renny was appointed as our Chief Financial Officer. At the same time, Messrs. Hollo and Reilly resigned as officers of our company.

All directors hold office until the next annual meeting of stockholders and the election and qualification of their successors. Officers are elected annually by the board of directors and serve at the discretion of the board.

### **Accounting Treatment; Change of Control**

The share exchange transaction is being accounted for as a “reverse acquisition,” since the former shareholders of ROK own a majority of the outstanding shares of our common stock immediately following the transaction. ROK is deemed to be the acquirer in the reverse acquisition and, consequently, the assets and liabilities and the historical operations that will be reflected in our financial statements will be those of ROK and will be recorded at the historical cost basis of ROK. Except as described in the previous paragraphs, no arrangements or understandings exist among present or former controlling stockholders with respect to the election of members of our board of directors and, to our knowledge, no other arrangements exist that might result in a change of control of our company. Further, as a result of the issuance of 45,956,161 shares of our common stock, a change in control of our company occurred on the closing date of the share exchange transaction. We will continue to be a “small business issuer,” as defined under the Securities Exchange Act of 1934, following the share exchange transaction.

### **Item 3.02. Unregistered Sales of Equity Securities.**

The shares of our common stock issued to former holders of ROK ordinary shares in connection with the share exchange transaction were exempt from registration under Section 4(2) of the Securities Act of 1933 as a sale by an issuer not involving a public offering or under Regulation D promulgated pursuant to the Securities Act of 1933. The common stock was not registered under the Securities Act, or the securities laws of any state, and was offered and sold in reliance on the exemption from registration afforded by Section 4(2) and Regulation D (Rule 506) under the Securities Act and corresponding provisions of state securities laws, which exempts transactions by an issuer not involving any public offering. Such securities may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements and certificates evidencing such shares contain a legend stating the same.

### **Item 5.01. Change in Control of Registrant.**

The information set forth above in Item 2.01 (Completion of Acquisition or Disposition of Assets) of this current report on Form 8-K is incorporated herein by reference in its entirety.

### **Item 5.06. Change in Shell Company Status.**

As a result of the completion of the share exchange transaction described in Item 2.01 (Completion of Acquisition or Disposition of Assets) of this current report on Form 8-K, which is incorporated herein in its entirety, we ceased being a “shell company,” as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended.

**Item 9.01. Financial Statements and Exhibits.**

- (c) Shell Company Transactions. The historical financial statements and pro forma financial information required to be filed under paragraphs (a) and (b) of this Item 9.01 will be filed by amendment on or before November 20, 2007.
- (d) Exhibits.

The exhibits listed in the following Exhibit Index are filed as part of this current report.

**Exhibit No.    Description**

|      |  |
|------|--|
| 2.1  | Share Exchange Agreement, dated as of April 27, 2007, between Cyberfund, Inc. and ROK Entertainment Group Limited.(1)                    |
| 2.2  | Amendment No. 1 to Share Exchange Agreement, dated July 10, 2007, between Cyberfund, Inc. and ROK Entertainment Group Limited.           |
| 2.3  | Amendment No. 2 to Share Exchange Agreement, dated as of November 12, 2007, between Cyberfund, Inc. and ROK Entertainment Group Limited. |
| 2.4  | Amendment No. 3 to Share Exchange Agreement, dated as of November 14, 2007, between Cyberfund, Inc. and ROK Entertainment Group Limited. |
| 10.1 | 2007 Incentive Compensation Plan.(2)   |
| 21.1 | Subsidiaries of the Registrant.  |
| 99.1 | Press release issued by Cyberfund, Inc. on November 15, 2007.  |

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(1) Incorporated by reference to the exhibits included with our current report on Form 8-K, dated April 27, 2007, and filed with the SEC on May 1, 2007.

(2) To be filed by amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 15, 2007

**CYBERFUND, INC.**

By: /s/ Laurence Alexander

\_\_\_\_\_  
Laurence Alexander  
President and Chief Executive Officer

**AMENDMENT NO. 1 TO THE  
SHARE EXCHANGE AGREEMENT**

Dated as of April 27, 2007

between

CYBERFUND, INC.

and

ROK ENTERTAINMENT GROUP LIMITED

The Share Exchange Agreement (the "Agreement") dated as of April 27, 2007, between CYBERFUND, INC., a corporation organized under the laws of the State of Oklahoma ("Cyberfund" or "the Corporation"), and ROK ENTERTAINMENT GROUP LIMITED, a corporation organized under the laws of England and Wales ("ROK" or "the Company"), is hereby amended this 10<sup>th</sup> day of July, 2007 as follows:

W I T N E S S E T H:

WHEREAS, CYBERFUND and ROK, by Agreement dated April 27, 2007, have entered into a tax-free transaction under Section 368(a) of the United States Internal Revenue Code of 1986, as amended, pursuant to which the CYBERFUND will issue to the shareholders of ROK, upon the terms and conditions set forth in said Agreement, 57,000,000 shares of its common stock, USD \$0.001 par value (the "Shares") in exchange for all of the outstanding shares of capital stock of ROK (or such proportionate number of Shares as shall be issuable if less than all of the capital stock of ROK is tendered), and which Shares shall include such number of Shares as shall be required to be sold by the Corporation to raise US\$20,000,000 in equity financing for the Corporation; and

WHEREAS, JONATHAN KENDRICK, LAWRENCE ALEXANDER, and PAOLO FIDANZA hereby and through this Amendment agree to ratify the Agreement, subject to the consent of the shareholders of ROK, and to recommend the exchange of shares in accordance with the terms of the Agreement; and

WHEREAS, in reliance upon the representations made herein Barker Holdings SA has agreed to make an initial purchase of Shares in accordance with the terms of its Share Purchase Agreement dated June 5, 2007;

NOW THEREFORE, for the consideration herein stated and in further consideration of the premises and the mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

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1. Amendment.

(a) Section 6 (iii) of the Agreement is amended to read: “The Company shall have obtained and delivered to CYBERFUND the consent attached to this Amendment duly executed by Jonathan Kendrick, Laurence Alexander, and Paolo Fianza to the exchange of shares as set forth in the Agreement, and that the Company and the additional parties to this Amendment agree that the percentage of shares of ROK required to be voted in favor of ratification of the Agreement shall be the minimum percentage of shares required by the laws and regulations of England and Wales to effectuate the closing of the transaction.”

2. Purchase of Shares.

(a) CYBERFUND hereby agrees to sell to Barker Holdings SA a total of 285,715 Shares for aggregate consideration of US\$1,000,000, which purchase shall be a portion of, and in accordance with, the terms of the Share Purchase Agreement executed on June 5, 2007 between CYBERFUND and Barker Holdings SA, and which number of Shares shall be deducted from the total of 57,000,000 Shares issuable to the shareholder of ROK at the time of Closing, in accordance with the terms of the Agreements.

3. Waiver or Modification of Agreement. This Amendment to the Agreement, and the consents attached hereto, are made in accordance with the provisions of Section 9 of the Agreement. No provision of this Agreement, as hereby amended, may be further amended, waived or otherwise modified except by an instrument in writing signed by CYBERFUND and ROK; provided, however, that any party hereto which is entitled to the benefits of this Agreement may, and has the right to, waive or modify in writing any term or condition hereof for his or its benefit at any time on or prior to the Closing Date.

4. Governing Law. This Agreement, as hereby amended, shall be governed by and construed in accordance with the law of the State of New York, and the Supreme Court of the State of New York in and for the County of New York or the United States District Court for the Southern District of New York shall be the exclusive venue for any dispute, action or proceeding arising from this Agreement.

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SIGNATURES

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of the day and year first above written.

CYBERFUND, INC.

By: /s/ Mark G. Hollo

\_\_\_\_\_  
Mark G. Hollo -  
Chairman and CEO

ROK ENTERTAINMENT GROUP LIMITED

By: /s/ Jonathan Kendrick

\_\_\_\_\_  
Jonathan Kendrick -  
Chairman

By: /s/ Laurence Alexander

\_\_\_\_\_  
Laurence Alexander -  
CEO

PERSONAL CONSENT AND RATIFICATION OF OFFICERS AND DIRECTORS:

The undersigned Directors, Officers and Shareholders of ROK Entertainment Group Limited, hereby personally ratify and consent to the Share Exchange Agreement, subject to the consent of the shareholders of ROK, and this Amendment No. 1 thereto, and hereby agree to recommend to the shareholders of ROK the ratification of the Agreement as required by Section 6(iii) thereto:

/s/ Jonathan Kendrick

\_\_\_\_\_  
JONATHAN KENDRICK

Dated: 11/07/07

/s/Laurence Alexander

\_\_\_\_\_  
LAURENCE ALEXANDER

Dated: 11/07/07

\_\_\_\_\_  
PAOLO FIDANZA

Dated: \_\_\_\_\_

\_\_\_\_\_

**AMENDMENT NO. 2 TO THE  
SHARE EXCHANGE AGREEMENT**

**DATED AS OF NOVEMBER 12, 2007**

between

**CYBERFUND, INC.**

and

**ROK ENTERTAINMENT GROUP LIMITED**

The Share Exchange Agreement (the "Agreement") dated as of April 27, 2007, between CYBERFUND, INC., a corporation organized under the laws of State of Oklahoma ("Cyberfund" or "the Corporation"), and ROK ENTERTAINMENT GROUP LIMITED, a corporation organized under the laws of England and Wales ("ROK" or "the Company"), is hereby amended this 12th day of November, 2007 as follows:

**W I T N E S S E T H:**

WHEREAS, CYBERFUND and ROK, by Agreement dated April 27, 2007, and Amendment No. 1 dated July 10, 2007, have entered into a tax-free transaction under Section 368(a) of the United States Internal Revenue Code of 1986, as amended, pursuant to which the CYBERFUND will issue to the shareholders of ROK, upon the terms and conditions set forth in said Agreement, 57,000,000 shares of its common stock, USD \$0.001 par value (the "Shares") in exchange for all of the outstanding shares of capital stock of ROK (or such proportionate number of Shares as shall be issuable if less than all of the capital stock of ROK is tendered), and which Shares shall include such number of Shares as shall be required to be sold by the Corporation to raise US\$20,000,000 in equity financing for the Corporation ; and

WHEREAS, in reliance upon the representations made herein Pacific International Management, or its nominees, has agreed to purchase from CYBERFUND an 8% Convertible Term Promissory Note in the principal amount of US\$2,000,000;

NOW THEREFORE, for the consideration herein stated and in further consideration of the premises and the mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

**1. Issuance of Debt; Warrants.**

(a) CYBERFUND hereby agrees to sell to Pacific International Management or its nominee an 8% Convertible Term Promissory Note in the principal amount US\$2,000,000, which Note shall be in the form attached hereto as Exhibit "A". The Maturity Date shall be the earlier of (i) six months from the date of issuance, or (ii) the completion of US\$5,000,000 funding by the Company. Interest from the date of issuance shall be accrued and payable upon maturity. The Note will be convertible at the Holder's option in whole or in part at any time prior to maturity at the rate of \$7.00 per Share. The gross proceeds will be reduced by fees and expenses due and payable by wire transfer immediately upon receipt of good funds pursuant to that certain Financial Advisory Agreement contained in the Agreement.

(b) As additional consideration for said Note, CYBERFUND shall issue to Pacific International Management or its nominee 250,000 Common Stock Purchase Warrants, which shall be exercisable for a period of one year from the date of issuance at a price of US\$12.00 per Share.

(c) Shares of CYBERFUND which may be issuable upon conversion of the Note or exercise of the Common Stock Purchase Warrants shall be considered to be part of the Shares reserved for issuance pursuant to the Agreement.

**2. Waiver or Modification of Agreement.** This Amendment to the Agreement, and the consents attached hereto, are made in accordance with the provisions of Section 9 of the Agreement. No provision of this Agreement, as hereby amended, may be further amended, waived or otherwise modified except by an instrument in writing signed by CYBERFUND and ROK; provided, however, that any party hereto which is entitled to the benefits of this Agreement may, and has the right to, waive or modify in writing any term or condition hereof for his or its benefit at any time on or prior to the Closing Date.

**3. Governing Law.** This Agreement, as hereby amended, shall be governed by and construed in accordance with the law of the State of New York, and the Supreme Court of the State of New York in and for the County of New York or the United States District Court for the Southern District of New York shall be the exclusive venue for any dispute, action or proceeding arising from this Agreement.

**SIGNATURES**

**IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of the day and year first above written.**

**CYBERFUND, INC.**

**By: /s/ Mark G. Hollo**

\_\_\_\_\_

**Name: Mark G. Hollo - Chairman and CEO**

**ROK ENTERTAINMENT GROUP LTD.**

**By: /s/ Laurence Alexander**

\_\_\_\_\_

**Name: Laurence Alexander - CEO**

AMENDMENT NO. 3

(Share Exchange Agreement)

AMENDMENT NO. 3, dated as of November 14, 2007, among ROK Entertainment Group Limited, a corporation organized under the laws of England and Wales ("ROK"), and Cyberfund, Inc., an Oklahoma corporation ("Cyberfund").

RECITALS

ROK and Cyberfund are parties to a Share Exchange Agreement, dated as of April 27, 2007, as amended by Amendment No. 1 thereto, dated July 11, 2007, and Amendment No. 2 thereto, dated as of November 12, 2007 (as amended, the "Agreement"). Terms defined in the Agreement and used but not otherwise defined herein shall have the meanings given to them in the Agreement.

ROK is the debtor under that certain Secured Convertible Term Note, dated July 11, 2007 (the "Note"), in the principal amount of \$1,000,000, with Cyberfund as lender.

ROK and Cyberfund wish to amend the Agreement and the Note as provided herein.

THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Cyberfund hereby reaffirms for the benefit of ROK each of the representations and warranties set forth in Section 3 of the Agreement, which are true and correct as of the date hereof, except as set forth in Schedule A attached hereto.

2. ROK hereby reaffirms for the benefit of Cyberfund each of the representations and warranties set forth in Section 4 of the Agreement, which are true and correct as of the date hereof, except as set forth in Schedule B attached hereto.

3. The parties hereto expect that the equity financing of Cyberfund contemplated by the Agreement will occur after the Closing Date. Therefore, the issuance of Shares to the shareholders of ROK contemplated by Section 1(b) of the Agreement shall consist of (i) the issuance of an aggregate of 52,555,550 Shares to the shareholders of ROK, pro rata based on their equity ownership in ROK, including Shares issuable upon exercise of outstanding stock options, and (ii) up to 4,444,450 Shares shall be reserved for issuance to new investors in the contemplated equity financing. If such equity financing results in the sale of a number of Shares exceeding the amount reserved pursuant to clause (ii) above, the transaction shall be structured in a manner that such additional shares dilute the equity ownership of all of Cyberfund's shareholders equally.

4. At the Closing, Cyberfund shall cause to be delivered to ROK an opinion of its counsel regarding Cyberfund with respect to the same matters required by the opinion of ROK's counsel to be delivered pursuant to Section 6(a)(v) of the Agreement.

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5. Cyberfund shall cause to be obtained prior to the Closing Date the approval by a requisite number of its shareholders of the following matters, with such approval to become effective immediately prior to the Closing Date, subject to Cyberfund's compliance following the Closing Date with the requirements of Section 14(c) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder: (i) the change of Cyberfund's corporate name to ROK Entertainment Group, Inc., (ii) approval of an incentive compensation plan in form and substance satisfactory to ROK reserving for issuance 9,000,000 Shares, and (iii) the reincorporation of Cyberfund resulting in the change of its state of incorporation from Oklahoma to Delaware.

6. The parties hereby agree that the Maturity Date under the Note shall be extended to December 31, 2007.

7. All other terms and conditions of the Agreement and the Note shall remain in full force and effect without modification.

[SIGNATURE PAGE FOLLOWS]

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AMENDMENT NO. 3 TO SHARE EXCHANGE AGREEMENT

SIGNATURE PAGE

This Amendment has been duly executed on the date hereinabove set forth.

ROK ENTERTAINMENT GROUP LIMITED

By: /s/ Laurence Alexander

\_\_\_\_\_  
Name: Laurence Alexander  
Title: President and CEO

CYBERFUND, INC.

By: /s/ Mark G. Hollo

\_\_\_\_\_  
Name: Mark G. Hollo  
Title: Chairman and CEO

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Schedule A

(i) Financial Statements

Prior to the Closing, CyberFund will deliver to ROK and file with the United States Securities and Exchange Commission its Quarterly Report on Form 10-QSB for the Quarter Ended September 30, 2007.

When delivered, the financial statements of CyberFund incorporated in the Quarterly Report will fairly reflect its assets, liabilities and operations.

Except as contemplated in the Share Exchange Agreement, dated April 27, 2007, since the respective dates of the Financial Statements, there has been no material adverse change in the financial condition or operations of CyberFund nor has there been any event which has occurred on or prior to the date hereof which in any way has or which will have such a material adverse effect.

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Schedule B

**(i) Authorized Capital**

The authorized capital stock of ROK consists of 10,000,000 shares of Common Stock, of which 7,937,192 are issued and outstanding. All of the shares which are issued and outstanding are fully paid and non-assessable and validly issued. On the Closing Date, ROK shall have 9,447,830 shares of Common Stock issued and outstanding on a fully-diluted basis.

**(ii) Financial Statements**

ROK will deliver to Cyberfund its audited balance sheet and the related statements of operations, stockholders' equity (deficiency) for the fiscal years ended March 31, 2007 and 2006 and the related unaudited statements of operations for the quarter ended June 30, 2007 (hereinafter collectively referred to as the "Financial Statements"). The Financial Statements present fairly the consolidated financial position of ROK and subsidiaries, if any, as at the respective dates thereof and the related statements of operations, stockholders' equity (deficiency) and cash flows for the years ended on such dates fairly present the results of operations, stockholders' equity and accumulated deficit, and cash flows for the respective periods covered thereby. The Financial Statements, including the notes and schedules thereto, were prepared in accordance with UK generally accepted accounting principles ("UK GAAP") with a reconciliation between UK GAAP and US GAAP, prepared under US GAAP and the audited financial statements comply with all the requirements of the US Securities and Exchange Commission and in accordance with the standards of the US Public Company Accounting Oversight Board (PCAOB).

When delivered, the books and records of ROK will fairly reflect its assets, liabilities and operations.

Except as contemplated in the Share Exchange Agreement, dated April 27, 2007, since the respective dates of the Financial Statements, there has been no material adverse change in the financial condition or operations of ROK nor has there been any event which has occurred on or prior to the date hereof which in any way has or which will have such a material adverse effect.

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## Subsidiaries of the Registrant

| <u>Subsidiary</u>  | <u>Ownership</u>                |         |
|--|---------------------------------|---------|
| ROK Entertainment Group Limited                              | Cyberfund, Inc.                 | (100%)  |
| ROK Productions Limited                                      | ROK Entertainment Group Limited | (100%)  |
| ROK Asia Limited   | ROK Productions                 | (60%)   |
| ROK Africa Limited   | ROK Productions                 | (51%)   |
| ROK Licensing Limited  | ROK Entertainment Group Limited | (100%)  |
| ROK Media Limited  | ROK Entertainment Group Limited | (54%)   |
| ROK Comics Limited   | ROK Entertainment Group Limited | (51%)   |
| Student Reach Limited  | ROK Entertainment Group Limited | (80%)   |
| ROK Mobile Media Limited                                     | ROK Entertainment Group Limited | (100%)  |
| ROK Distribution Limited                                     | ROK Entertainment Group Limited | (100%)  |
| ROK Music Publishing Limited                                 | ROK Entertainment Group Limited | (100%)  |
| ROK Entertainment Asia Limited                               | ROK Entertainment Group Limited | (100%)  |
| ROK Television Limited                                       | ROK Entertainment Group Limited | (100%)  |
| ROK TV Limited   | ROK Entertainment Group Limited | (100%)  |
| ROK Radio Limited  | ROK Entertainment Group Limited | (100%)  |
| ROK Player Limited   | ROK Entertainment Group Limited | (100%)  |
| ROK Records Limited  | ROK Entertainment Group Limited | (100%)  |
| ROK Group International Limited                              | ROK Entertainment Group Limited | (100%)  |
| ROK Brazil Entertainment Ltda                                | ROK Entertainment Group Limited | (50%)   |
| ROK Entertainment USA LLC                                    | ROK Entertainment Group Limited | (100%)  |
| ROK Entertainment Inc  | ROK Entertainment USA LLC       | (100%)  |
| ROK Records LLC  | ROK Entertainment Group Limited | (66.7%) |
| ROK Entertainment Group US Inc                               | ROK Entertainment Group Limited | (90%)   |
| ROK Virtual Sports Academy Limited                           | ROK Entertainment Group Limited | (67%)   |
| ROK Corporation Limited                                      | ROK Entertainment Group Limited | (100%)  |
| WAGR Limited   | ROK Entertainment Group Limited | (15%)   |
| ROK Star Limited   | ROK Entertainment Group Limited | (13%)   |
| ROK Voice Limited  | ROK Entertainment Group Limited | (10%)   |
| Blubox Software Limited                                      | ROK Entertainment Group Limited | (51%)   |
| Fortressgate Limited   | ROK Entertainment Group Limited | (51%)   |
| ROK Wasp Limited   | ROK Entertainment Group Limited | (100%)  |
| ROK Management Services Limited                              | ROK Corporation Limited         | (100%)  |
| ROK Lotteries Limited  | ROK Corporation Limited         | (100%)  |
| ROK Brazil Technologies Ltda                                 | ROK Lotteries Limited           | (50%)   |
| ROK Bookmakers Limited                                       | ROK Corporation Limited         | (100%)  |
| ROK Card Limited   | ROK Corporation Limited         | (100%)  |
| ROK Global Gaming Limited                                    | ROK Corporation Limited         | (100%)  |
| ROK MS Limited   | ROK Corporation Limited         | (100%)  |
| ROK Diamonds Limited   | ROK Corporation Limited         | (100%)  |
| Dejoria Limited  | ROK Diamonds Limited            | (100%)  |
| ROK Diamonds Inc   | ROK Diamonds Limited            | (100%)  |
| Beijing ROK-New Net Science & Technology Development Limited | ROK Corporation Limited         | (70%)   |
| Beijing New Net Science & Technology Development Limited     | ROK Corporation Limited         | (50%)   |
| ROK Mobile Limited   | ROK Corporation Limited         | (15%)   |
| ROK Motion Limited   | ROK Corporation Limited         | (100%)  |

**News Release**

**Contact:**

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**ROK Entertainment Group Ltd.  
(ROK or “the Company”)**

**Completion of Public Share Exchange with Cyberfund, Inc.**

**Wolverhampton, England 15 November 2007:** ROK Entertainment Group Ltd. announced today the completion of its share exchange transaction with Cyberfund, Inc., a US public company (OTC BB:CYFD). The combined company will operate initially under the name of Cyberfund and will continue to be listed on the NASD’s Over-the-Counter (OTC) Bulletin Board under the trading symbol, CYFD. On listing, the Company will have a total of 49,956,161 common shares outstanding.

Currently, ROK operates under the Companies Law of England and Wales. It is the intention of Cyberfund to reincorporate in the state of Delaware and change its corporate name to ROK Entertainment Group, Inc., upon necessary stockholder approval. In connection with the name change, the Company will also obtain a new ticker symbol for quotation on the OTC Bulletin Board.

In the transaction, Cyberfund acquired substantially all of the outstanding ordinary shares of ROK through a share exchange. In the share exchange, substantially all of the shareholders of ROK tendered their shares of ROK in exchange for shares of the publicly-traded Cyberfund. In consideration of the shares of ROK, Cyberfund issued shares of its common stock to the shareholders of ROK, representing approximately 92% of its outstanding shares. As a result of the share exchange, Cyberfund owns substantially all of the outstanding shares of ROK, and ROK will be a subsidiary of Cyberfund and continue the existing operations of ROK as a publicly-traded company.

Following the share exchange, ROK’s existing management assumed their same positions with the publicly-traded company.

Commenting on the transaction, Laurence Alexander, Chief Executive Officer, said: “We are delighted to complete this transaction which creates a dynamic new force in the global mobile entertainment industry. We believe the demand for mobile content is set to grow exponentially over the next decade. As an enlarged Group with access to public markets and a proven management team, ROK is well placed to exploit these trends for delivering shareholder value.”

It is the intention of the Board to carry on ROK's business as the Company's sole line of business. ROK was founded in May 2004 with the intention to design and develop the technology required to deliver audio-visual content to mobile phones. The Company has offices in the United Kingdom, the United States and the People's Republic of China, as well as joint ventures in Russia and Brazil.

"I am hugely proud of our achievements to date," added Jonathan Kendrick, Chairman of ROK, "as it's taken a massive amount of effort, initiative and perseverance by all our staff to have reached where we are today."

According to Wireless Intelligence, a collaboration between Ovum, a market research company, and the GSM Association, an industry body, the size of the worldwide market of mobile phone users reached 2.5 billion subscribers worldwide in September 2006, and is expected to exceed 3 billion subscribers by 2008. The Company's products and services are targeted to this large and growing mobile phone user market.

ROK currently has 3 registered patents and 42 additional patent applications pending for new technologies which it has developed for the delivery of video entertainment to mobile phones. The technologies facilitate delivery of services, including, on-demand mobile TV streamed over mass-market 2.5G via GPRS, the storage of copy-protected movies stored on memory cards for play on mobile phones, Java, SMS and P2P games, place-shifting to mobile devices and VoIP mobile calling.

It is the Company's plan to continue the roll-out of its products worldwide and maintain its investment in research and development to improve current products, and increase compatibility and user features, as well as work on new technologies and products.

A focus on technology exposes the business to risks of technological change and the Company is now actively acquiring, creating and aggregating content and services to deliver across the rapidly expanding network of content distribution.

The Company has a number of operational deployments as of the end of October 2007, including ROK TV with AIS (Thailand), Telenor (Pakistan), BSNL (India), Avea (Turkey) and Vodacom (South Africa), as well as ROK's mobile TV service marketed direct-to-consumers. ROK Media has deployed a variety of innovative mobile entertainment applications to include ANSA, ROK Comics and Fonepark in the United Kingdom, the United States, China, Pakistan and Russia.

ROK New Net in China is providing lottery services and selling lottery tickets for the Beijing Welfare Lottery, as well as a number of other mobile value-added telecommunications service operators (VAS).

Before the end of the second quarter of 2008, ROK aims to achieve a significant global reach in mobile television (FreeBe TV and ROK TV), as well as expand the Company's product portfolio and breadth of commercial deployment of these services (through cross-sales of products and services), through ROK's existing and growing partner distribution network which includes Mobile Operating companies and handset manufacturers.

More information is available at [www.rokcorp.com](http://www.rokcorp.com).

The securities sold by Cyberfund in the share exchange transaction have not been registered under the U.S. Securities Act of 1933 and may not be sold in the United States absent registration pursuant to the Securities Act or an exemption therefrom. Cyberfund expects to file a current report on Form 8-K shortly with more complete information about its business, operations and financial condition.

Advising ROK on the share exchange transaction was Greenberg Traurig, LLP, as U.S. legal counsel.

*Forward looking statement:*

*The information contained in this new release, other than historical information, consists of forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those described in these statements. Forward-looking statements regarding the timing of developing, testing and releasing existing and new products, of marketing and selling them, of deriving revenues and profits from them, as well as the effects of those revenues and profits on the company's margins and financial position, are uncertain because many of the factors affecting the timing of those items are beyond the company's control.*

GREENBERG TRAURIG, LLP  
The MetLife Building  
200 Park Avenue, 15<sup>th</sup> Floor  
New York, New York 10166

November 15, 2007

VIA EDGAR

U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: Current Report on Form 8-K for Cyberfund, Inc.  
Commission File No. 0-18565

Dear Sirs:

On behalf of Cyberfund, Inc., an Oklahoma corporation ("Cyberfund"), we hereby submit in electronic format for filing with the U.S. Securities and Exchange Commission, pursuant to the Securities Exchange Act of 1934, as amended, and Rule 101(a)(1)(iii) of Regulation S-T, one copy of Cyberfund's Current Report on Form 8-K, dated November 14, 2007.

The enclosed Form 8-K reports, among other things, a change in control of Cyberfund and its management. In accordance with Release No. 33-8587 (July 21, 2005), an amended Form 8-K will be filed on or before November 20, 2007, that includes the same level of information required by Form 10-SB.

Please address any comments or questions that you may have concerning the Current Report to the undersigned (tel: (212) 801-9221; fax: (212) 801-6400).

Very truly yours,

/s/ Spencer G. Feldman

Spencer G. Feldman

cc: Mr. Laurence Alexander

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