

REF: MC:NOTICE OF FIRST MEETING.21AUG07

21 August 2007

Level 4, 55 Hunter St
Sydney NSW 2000
GPO Box 4256
Sydney NSW 2001
Tel 02 9236 8333
Fax 02 9236 8334

TO CREDITORS

**NOTICE OF APPOINTMENT OF ADMINISTRATORS
AND
NOTICE OF FIRST MEETING OF CREDITORS**

**RE: MOBILESOFT (AUST) PTY LIMITED
(ADMINISTRATORS APPOINTED)
A.C.N: 099 870 201
("THE COMPANY")**

INTRODUCTION

Please be advised that Sule Arnautovic and I, Roderick Mackay Sutherland were appointed as Joint and Several Administrators of the above-named company on 21 August 2007 pursuant to Section 436C of the Corporations Act 2001.

FIRST MEETING OF CREDITORS

Notice is hereby given that a first meeting of the creditors of the company will be held pursuant to Section 436E of the Corporations Act 2001 ("Act") on 28 August 2007 at the CTA Businessmen's Club, MLC Centre, Martin Place, Sydney NSW 2000, at 9.30 am.

As this first meeting of creditors will not determine the future of the company, we advise that your non attendance at this meeting will not prejudice your rights as a creditor of the company.

The purpose of the first meeting of creditors is to explain to creditors the financial position of the company and its future prospects. Other matters to be discussed at the meeting are disclosed in the attached notice of meeting.

We enclose the following for your information:

1. A formal notice of meeting and agenda for the first meeting of creditors;
2. An appointment of proxy form (Form 532);
3. A formal proof of debt/claim form for all secured and unsecured creditors (Form 535);
4. General information sheet about insolvency produced by the Insolvency Practitioners Association of Australia ("IPAA") and the Australian Securities & Investments Commission ("ASIC");
5. A schedule detailing the current hourly charge-out rates and disbursement rates of Jirsch Sutherland; and

TRUST CAN ONLY BE EARNED

BATHURST
Tel 02 6332 9333
Fax 02 6332 9956

DUBBO
Tel 02 6885 3155
Fax 02 6885 6435

GOSFORD
Tel 02 4322 0444
Fax 02 4322 0544

NEWCASTLE
Tel 02 4965 6500
Fax 02 4965 6549

PARRAMATTA
Tel 02 9635 9095
Fax 02 9635 3895

WOLLONGONG
Tel 02 4225 2545
Fax 02 4225 2546

Email: admin@jirschsutherland.com.au
www.jirschsutherland.com.au

6. A list of creditors obtained from the records of the company. We note that this list is a draft list of the creditors of the company and will be amended when creditors lodge further claims during the administration process.

Proxy Form Instructions (Form 532)

An individual creditor such as a sole trader or employee creditor may vote at the scheduled meeting of creditors in person or in their absence by proxy.

Corporations/companies may only vote by utilising a valid appointment of proxy or have a duly authorised company representative attend the meeting and provide evidence of their authority to vote on behalf of their corporation/company pursuant to Section 250D of the Act. Authorised representatives will only be allowed to vote if they provide evidence of their authority to vote on behalf of their corporation/company at least 24 hours prior to the scheduled meeting of creditors.

Proxies used at the first meeting of creditors will not be valid for future meetings of creditors. Proxies used at the first meeting of creditors will only be valid for future meetings of creditors in the case that the future meetings are being held as a result of an adjourned first meeting of creditors.

For a proxy form to be valid the Administrators must receive it at least 24 hours prior to the scheduled meeting of creditors (Corporations Regulation 5.6.36). Faxed proxies are acceptable providing the original is lodged within 72 hours of the Meeting (Corporations Regulation 5.6.36A).

Formal Proof of Debt/Claim Form Instructions (Form 535)

Formal proofs of debt used at the first meeting of creditors will be valid for future creditors meetings.

Creditors should note that proofs of debt admitted at meetings of creditors are admitted only for voting purposes. Any dividend that is declared will be paid following a separate formal adjudication of the relevant proofs of debt.

STATEMENT OF INDEPENDENCE, DISCLAIMER & OTHER DISCLOSURES

Background

Jirsch Sutherland is a specialist Insolvency, Turnaround Management and Forensic Accounting services firm with offices located in New South Wales at Sydney, Newcastle, Gosford, Parramatta, Bathurst, Dubbo, Wollongong, and in Victoria at Geelong. For a detailed firm profile please visit: www.jirschsutherland.com.au

As the partner based at the Sydney office, we are Chartered Accountants, Registered Liquidators and have over twenty years of insolvency experience.

Independence

We have not previously acted for the company or the company's officers in any capacity prior to our appointment as Administrators of the company. We have been appointed Administrators of the company by the secured creditor.

Creditors should note however that a company, Ice TV Pty Limited of which I am a shareholder and director has had previous negotiations with the company regarding the supply of products. No financial dealings have occurred in this regard.

Disclaimer

This notice has been prepared from our investigations to date, which has relied upon the available books and records of the company and the advice and information provided by the company's officers. Due to the time constraints imposed by the Act, this information has generally been accepted without conducting an independent audit or obtaining independent verification of its accuracy.

Remuneration

Our remuneration and that of our partners and staff for the conduct of this administration will be calculated on a basis of time spent at the level appropriate to the work performed in accordance with the IPAA's "Statement of Best Practice – Remuneration".

A schedule detailing the current hourly charge-out rates and disbursement rates of Jirsch Sutherland is attached for your information.

REASON FOR APPOINTMENT

A company is placed into Administration when it is insolvent or is likely to become insolvent in the near future.

Independent persons are appointed as Administrators to assess the financial position of the company, investigate the affairs of the company and make a recommendation to the company's creditors as to the future of the company.

A moratorium on all creditors' claims against the company comes into existence whilst the Administrators are in control of the company.

Within twenty-eight (28) days of the appointment of the Administrators, creditors of the company are given the opportunity to decide the future of the company, being either one of the following:

1. Acceptance of a proposed Deed of Company Arrangement ("Deed"); or
2. Placing the company into liquidation; or
3. The Administrators retiring and control of the company returning to the directors of the company.

There is also an opportunity for creditors to extend this moratorium period for a further sixty (60) days to facilitate the consideration of a Deed or finalise other matters better dealt with whilst the company remains in Administration.

GENERAL EFFECT OF APPOINTMENT ON DIRECTORS

The Act provides that effective from the date of the appointment of the Administrators, the powers of directors of the company are suspended and they may not perform any function as a director of the company without the Administrators' written approval. Only the Administrators may deal with the company's property.

The Administrators take control of the company's business, property and affairs, carries on the business, manages that property and those affairs, may terminate or dispose of all or part of the property of the company and may perform any function and exercise any power any of its officers could perform or exercise.

EFFECT OF APPOINTMENT ON CREDITORS

The appointment of the Administrators against the company substantially affects creditors' rights as follows:

1. A creditor with a charge over the whole or substantially the whole of the company's property must enforce the charge within 10 days of the appointment or be prevented from enforcing the charge during the remainder of the administration;
2. Claims of unsecured creditors and chargees with a charge over part of the property of the company are stayed for the duration of the moratorium period;
3. The enforcement of guarantees given by directors or relatives of directors to creditors of the company is stayed during the administration; and
4. The Administrators have the power to retain and use property owned by third parties but used by the company during the administration in the ordinary course of business provided he pays for the use of the goods such as leased assets, leased premises and the like.

The moratorium imposed on creditors is provided under the Act in order that the Administrators and the officers of the company may formulate a proposal for the company's future in an environment where the business may be continued.

TIMING IN THE ADMINISTRATION

The Administration process is largely a time driven sequence of events leading to a resolution of the company's affairs either by way of a restructuring of its affairs in order for the business to continue or a winding up. The steps are summarised below:

1. The company, a creditor who is secured over the whole, or substantially the whole, of the company's assets or a Liquidator of the company, can appoint Administrators;
2. Within five business days of the appointment of the Administrators, a meeting of creditors is held to confirm the Administrators' appointment and, if necessary, to appoint a Committee of Creditors. It should be noted that creditors may pass a resolution to replace the Administrators;
3. Within seven (7) days of the appointment, the Administrators must make a decision as to the incurring of debts such as leasing of property and equipment and so on;
4. Within 10 days of the appointment, any creditor who has security over the whole, or substantially the whole, of the company's assets may exercise his powers to take control of the assets of the company. If not exercised within 10 days, the secured creditor may not enforce his security until the end of the Administration;
5. Within 21 days of the appointment, the Administrators must convene a second meeting of creditors to be held within 28 days after the appointment. To convene the meeting, the Administrators must prepare a report to creditors which details any proposal for a Deed and the result of the investigations into the affairs of the company and, as a consequence of those investigations, any claim the Administrators believes a Liquidator of the Company may pursue;
6. At the second meeting of creditors, the creditors are given the opportunity to decide the fate of the company by way of resolution being either acceptance of a Deed, placing the company in liquidation or returning the control of the company to the directors;

7. The second meeting of creditors may also be adjourned for a period of up to sixty (60) days, which is sometimes sought in order that the Administrators may complete his investigations, and assessment of a proposed Deed;
8. If creditors accept the Deed, the Deed must be executed within 21 days of acceptance by the creditors. Upon execution of the Deed, the Administrators become Deed Administrators of the company; and
9. If the creditors resolve to place the company into liquidation, the company is deemed to have gone into a Creditors' Voluntary Liquidation and the Administrators automatically become Liquidators.

SUPPLY OF GOODS AND SERVICES TO COMPANY

Creditors are requested to close all credit trading accounts in the name of the company as at the date of our appointment.

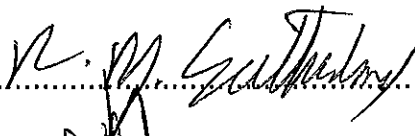
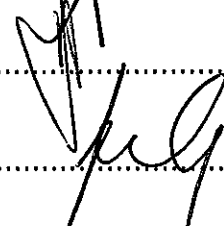
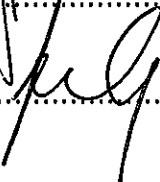
During the period of the administration the company can only purchase goods and services with written orders authorised by us or nominated members of our staff.

For any new order received in the administration period for the supply of goods and services, please open a new credit account in the name of the company and add the suffix "Administrators Appointed" to the account name.

The goods or services that we order are regarded as a priority cost of the administration and will be paid on normal credit terms. Pursuant to Section 443 of the Act, we as Administrators are personally liable to pay for all debts incurred for which we have authorized on behalf of the company.

Goods and services should only be supplied on the authority of a written purchase order from our office signed by us or members of our staff whose names and signatures appear below.

Authorised Signatures:

Roderick Sutherland	Signature:	
Sule Arnautovic	Signature:	
Michael Chan	Signature:	

EXISTING CONTRACTS/LEASES

If you are party to a lease, hire purchase or loan agreement with the company, we request that you immediately contact our office and provide details of your agreement.

Subject to our written notice to the contrary, we specifically refrain from adopting any of the company's pre-appointment contracts and leases. We will review the viability of all pre-appointment contracts and leases in due course. In the meantime, please do not construe that we have adopted any pre-appointment contracts and leases if payment is made to you for the current usage of your goods or services.

If you do not notify this office within 7 days from the date hereof, we will assume that you do not have a claim to the assets of company under our control, and we may proceed to sell these assets without further reference to you.

Further, creditors cannot offset any existing claims or debts of the company against new claims or debts that may arise during the period of our administration.

RETENTION OF TITLE & CONSIGNMENT STOCK

Any creditors who claim to have supplied the company with goods on consignment or which are subject to a Retention of Title (ROT) clause, must immediately notify our office by telephone and confirm in writing the particulars of their goods and claim by forwarding the following information immediately to our office:

1. A copy of your statement as at the date of our appointment;
2. Copies of all outstanding invoices as detailed in the debtor's statement; and
3. A copy of your ROT or consignment clause/agreement.

You should then also arrange for a representative of your business to make an appointment with our office to attend the company's premises to identify goods which you believe may be the subject of your claim.

Should you require any further information in this regard, please contact Lam Bao or Anthony Lowe of our office.

Yours faithfully,
MOBILESOFT (AUST) PTY LIMITED


RM SUTHERLAND
Joint and Several Administrator

21 August 2007

Form 529A

The Corporations Act 2001
Regulation 5.6.12

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Sydney NSW 2000
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AND NOTICE OF FIRST MEETING OF CREDITORS**

**RE: MOBILESOFT (AUST) PTY LIMITED
(ADMINISTRATORS APPOINTED)
A.C.N: 099 870 201**

We advise that Sule Arnautovic and I, Roderick Mackay Sutherland were appointed as Joint and Several Administrators of the above-named company on 21 August 2007 pursuant to Section 436C of the Corporations Act 2001.

Notice is hereby given that a first meeting of the creditors of the company will be held pursuant to Section 436E of the Corporations Act 2001 ("Act") on 28 August 2007 at the CTA Businessmen's Club, MLC Centre, Martin Place, Sydney NSW 2000, at 9.30 am.

The purpose of the meeting is to determine:

- (a) whether to appoint a Committee of Creditors; and
- (b) if so, who are to be the Committee's members.

At the meeting, creditors may also, by resolution:

- (a) remove the Administrators from office; and
- (b) appoint someone else as Administrators of the company.

Please note that proxies and proofs of debt to be used at the forthcoming meeting of creditors must be lodged at our office 24 hours prior to the scheduled meeting of creditors in order to be eligible to vote and participate at the meeting.

Should you require any further information in this regard, please contact Lam Bao or Anthony Lowe of our office.

Yours faithfully,
MOBILESOFT (AUST) PTY LIMITED



RM SUTHERLAND
Joint and Several Administrator

TRUST CAN ONLY BE EARNED

FORM 532

The Corporations Act 2001
Regulation 5.6.29

**RE: MOBILESFT (AUST) PTY LIMITED
(ADMINISTRATORS APPOINTED)
ACN: 099 870 201**

APPOINTMENT OF PROXY

Member's/Creditor's Name	
Member's/Creditor's Address	
Meeting Location, Date & Time	The CTA Businessmen's Club, MLC Centre, Martin Place, Sydney NSW 2000 on 28 August 2007 at 9.30 am
Proxy's Name & Address	
Proxy's Instructions From Member/Creditor	Generally as they determine on my behalf (please circle "generally"); OR Specifically in accordance with the following special instructions (please circle "specifically" and insert instructions below): -
Committee of Inspection	I/We authorize (Insert Name) _____ to represent me/us on the committee of inspection if elected.
Secured Creditor	I/We am/are a secured creditor and the total amount owed to me after deducting the value of my security is \$ _____
Date	Dated this day of
Member's/Creditor's Signature	

COMPLETE BELOW ONLY IF CREDITOR IS BLIND

CERTIFICATE OF WITNESS

This certificate is to be completed only where the person giving the proxy is blind or incapable of writing. The person nominated as proxy must not witness the signature of the creditor.

I, _____
of _____

certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him before he attached his signature or mark to the instrument.

DATED this day of

Signature of witness: _____

Witness's Address: _____



ASIC

Australian Securities & Investments Commission



Insolvency Practitioners Association of Australia

Insolvency information for directors, employees, creditors and shareholders

ASIC has nine insolvency information sheets to assist you if you're affected by a company's insolvency and have little or no knowledge of what's involved.

These plain language information sheets give directors, employees, creditors and shareholders a basic understanding of the three most common company insolvency procedures—liquidation, voluntary administration and receivership. There's also a glossary of commonly used insolvency terms.

The Insolvency Practitioners Association of Australia (IPAA), the leading professional organisation in Australia for insolvency practitioners, endorses these publications and encourages its members to make their availability known to affected people.

List of insolvency information sheets

- Insolvency: a glossary of terms
- Voluntary administration: a guide for creditors
- Voluntary administration: a guide for employees
- Liquidation: a guide for creditors
- Liquidation: a guide for employees
- Receivership: a guide for creditors
- Receivership: a guide for employees
- Insolvency: a guide for shareholders
- Insolvency: a guide for directors

Getting copies of these information sheets

Visit ASIC's website www.asic.gov.au/insolvencyinfosheets.

You can also visit the IPAA's website www.ipaa.com.au/bestpractice. This site also contains the IPAA's Statements of Best Practice, applicable to IPAA members.

Important note: These information sheets contain a summary of basic information on the topic. They are not a substitute for legal advice. Some provisions of the law referred to may have important exceptions or qualifications. They may not contain all of the information about the law or the exceptions and qualifications that are relevant to your circumstances. You will need a qualified professional adviser to take into account your particular circumstances and to tell you how the law applies to you.



HOURLY RATES EFFECTIVE 1 JULY 2007

	Amount
	(\$)*
Partners	430
Senior Managers	350
Manager 1	300
Manager 2	275
Supervisor 1	250
Supervisor 2	225
Forensic Accountants	220
Senior 1	200
Senior 2	175
Intermediates	150
Graduates	125
Administration Staff	80-175

* Amount excludes GST

DISBURSEMENT RATES EFFECTIVE 1 JULY 2007

	Amount
	(\$)*
Postage	
Regular	0.50
Medium	1.00
Large	1.35
Express - Small	4.00
Express - Large	5.00
Photocopy - Per Page	0.50
Facsimile - Per page	
Local	1.00
National	1.50
International	2.50
Other Disbursements	At Cost
File Maintenance Fee - One Off	\$200.00

* Amount excludes GST

DRAFT CREDITORS LIST

**MOBILESOFT (AUST) PTY LIMITED
(ADMINISTRATORS APPOINTED)
ACN: 099 870 201**

NO	CREDITOR NAME	AMOUNT (\$)
1	Aforethought Systems Australasia Pty Ltd	6,220.00
2	Aon Risk Services Australia Ltd	1,633.84
3	Arcom Control Systems	72,876.14
4	ASTRI	428,585.36
5	Australian Taxation Office	126,825.98
6	Beech Property Pty Ltd	25,062.60
7	Adam Geoffrey Bolte	45.00
8	Chubb Electronic Security	563.42
9	ClearWater Filter Systems	319.04
10	Cleve Grove Nominees Pty Ltd	1,650.00
11	Content Factory	19,841.18
12	Dawson Dell Pty Ltd	2,645.20
13	Espee Andre de Robillard	659.42
14	Destra Communications Pty Ltd	751.30
15	ELE Marketing Pty Ltd	12,564.97
16	Emo Trans Australia Pty Ltd	1,504.11
17	Energy Australia	3,864.65
18	Enttech Pty Ltd	10,556.51
19	Export Market Advice Pty Ltd	8,712.00
20	FDC Building Services Pty Ltd	3,172.07
21	Federal Express (Aust) Pty Ltd	2,168.43
22	Fire Equipment Services	47.30
23	Global Decoder Logistics	2,420.00
24	Global IP Services LLP	63,500.00
25	Hausmann Communications Pty Ltd	14,212.00
26	Havencab Cleaning Services	3,772.12
27	Henry Davis York	4,063.13
28	iiNet Limited	252.07
29	Intellectual Mercenaries Pty Ltd	50,616.00
30	Isse Pty Ltd	726.00
31	David Knight	45.00
32	Lemon Baxter Pty Ltd	13,012.52
33	Jim McDonald	3,748.73
34	Rommel Montoya	49.34
35	Mosman Toyota	600.00
36	MYOB Australia Pty Ltd	549.00
37	Nova Printing Pty Ltd	2,297.00
38	Office of State Revenue	26,639.44
39	Officeworks Business Direct Pty Ltd	1,296.61
40	Optus	704.74
41	Peter Hill - First National Real Estate	200.00
42	Peter J Turner Consulting Pty Ltd	1,980.00
43	Phil Hoffmann Travel	1,294.39
44	Rodney John Pickup	971.57
45	Hector Poch	129.00
46	Rentokil Tropical Plants	440.00
47	Robert Half Australia Pty Ltd	45,790.15
48	RocketBoots Pty Ltd	1,745.00
49	Carl Rouse	578.15
50	Thomas Craig Simms	54,401.94
51	Snap Printing Neutral Bay	366.06
52	SPTCom Pty Ltd	7,588.78
53	Office of State Revenue	9,750.24
54	Techbuy Pty Ltd	362.25
55	Telstra Corporation Limited	1,290.52
56	TNT Australia Pty Ltd	216.65
57	TRUenergy Pty Ltd	797.29
58	Peter Urbanec	48,131.46
59	Vodafone Pty Ltd	1,169.76
60	Vogel Ross Pty Ltd	87,657.18
61	Antony David Wells	381.60
62	Kim Austen Slater	TBA
63	Carolyn & Phillip Blundell ATF Blundell Superannuation Fund	TBA
64	Adam Geoffrey Bolte	TBA
65	Antony David Wells	TBA
66	Cameron Andrew Hutchison	TBA
67	Carl Maurice Rouse	TBA
68	David Knight	TBA
69	Espee Andre de Robillard	TBA
70	Glenda Joyce Rowlings	TBA
71	Hector Alejandr Poch	TBA
72	Nicholas Robert Bishop	TBA
73	Robert Brett Sanders	TBA
74	Robin Paul Walker	TBA
75	Rodney John Pickup	TBA
76	Rommel Montoya	TBA
77	Thomas Craig Simms	TBA