



PricewaterhouseCoopers
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11 December 2002

**Appointment of Voluntary Administrators
New Tel Limited (Administrators Appointed) ("NTL")
ACN: 009 068 955 ABN: 85 009 068 955**

On 10 December 2002, my partner, Greg Hall, and I were appointed Administrators of New Tel Limited pursuant to the provisions of Part 5.3A of the Corporations Act. The appointment was made by Optus Mobile Pty Ltd.

The Voluntary Administration process was introduced to provide insolvent companies with an opportunity to continue in existence, thereby avoiding liquidation and maximising the return to creditors.

The objectives of the Voluntary Administration process, as set out in the Corporations Act, are to:

- a) *maximise the chances of the company, or as much as possible of its business, continuing in existence; or*
- b) *if it is not possible for the company or its business to continue in existence - result in a better return for the company's creditors and members than would result from an immediate winding up of the company.*

The overriding qualifications of persons appointed as administrators are they be, and be seen to be, independent and that they have the necessary expertise to deal effectively and efficiently with the company. For these reasons, the Corporations Act provides that a person appointed administrator must be a registered liquidator and must not be a significant debtor or creditor, officer, auditor, or partner or employee of an officer or auditor, of the company. You should note that neither I, my partner nor our staff have had any prior professional dealings with the company.



11 December 2002

The Voluntary Administration process

The appointment of a Voluntary Administrator provides a brief moratorium period during which control of the company is placed into the hands of an independent insolvency practitioner. During this period, the Administrators will develop proposals to put to a meeting of creditors, who will then decide the future of the company.

All debts owed by the company at the date of my appointment are frozen. You should determine the amount that you are owed and submit a form of proof of debt (attached) so that we are aware of your claim and so that you may vote at the creditors' meetings.

There are two meetings of creditors held during an Administration. The first meeting is held within five days of the appointment when the Administrator may report on their initial findings and the creditors are empowered to elect a committee to advise the Administrators in their conduct of their investigations. Prior to the second meeting of creditors, the Administrators will prepare a report to creditors and make recommendations as to the future control of the conduct of the company on which the creditors may decide by resolution. This meeting may be adjourned by creditors to allow additional time for proposals to be formulated. The second meeting of creditors must, however, be held by 7 January 2003 (being 60 days from the date of appointment of administrators) unless an extension to that time is granted by application to the Supreme Court.

PricewaterhouseCoopers have produced a booklet which briefly explains the Voluntary Administration process and the rights of creditors during this period. If you would like a copy please contact this office.

Notices to creditors

Attached to this letter are the following notices:

- **A statement concerning procedures for ongoing trading.**
- **Formal notice of the first meeting of creditors.** The meeting is to be held pursuant to Section 436E of the Corporations Act at Regus Citigroup Centre, Level 39, 2 Park Street, Sydney on 16 December 2002 at 3.00pm.
- For the benefit of Perth creditors, a video conference of the meeting will be held at PricewaterhouseCoopers, Level 19, QV1, 250 St George's Terrace, Perth at 12 noon (Perth time). The purposes of the meeting are set out in the notice.

PRICEWATERHOUSECOOPERS

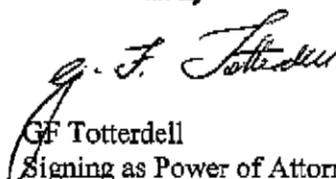
11 December 2002

- **A form of proof of debt.** This form allows you to submit details of the debt owed to you by the company. You should submit a proof of debt to ensure that we are aware of your debt and also to allow you to vote for the value of your debt at the meeting. Please return the form to PricewaterhouseCoopers, GPO Box D198, Perth WA 6840 or by facsimile on (08) 9238 5299.
- **A form of proxy.** This form should be completed by any creditor unable to attend the meeting in person, but wishing to vote, or by each creditor which is a company or a firm. This form should also be returned to GPO Box D198, Perth WA 6840 or by facsimile (08) 9238 5299 on or before 4.00pm (Perth time) on 13 December 2002.

The creditors should submit proofs of debt and (where appropriate) proxies so that they will be permitted to speak and vote at the meeting.

If you have any queries, please contact Mathew Gollant of my office on (08) 9238 5133.

Yours faithfully



G. F. Totterdell
Signing as Power of Attorney
on behalf of
PP Carter
Administrator

Statement concerning procedures for ongoing trading

Ongoing supplies to New Tel Limited (Administrators Appointed)

I have taken control of the business and assets of the company. At this stage the business is being continued under my supervision whilst an investigation is conducted into the viability of the company's business and proposals are formulated for the meeting of creditors to decide the company's future. The goods ordered during the period of the administration will be paid for provided that the order is in writing and signed by me, my joint administrator, or one of our authorised representatives, specimens of whose signatures appear below. I would be grateful if suppliers of goods and services would meet such orders to enable the business of the company to continue with as little disruption as possible.

Suppliers are requested to observe the following accounting procedures:

1. Close the accounts against the company in respect of goods supplied and services rendered up to and including the date of my appointment.
2. Open new accounts of the company styled New Tel Limited (Administrators Appointed) for all goods supplied and services rendered to the company.
3. Please include the administrator's purchase order number on all invoices for goods and services supplied during the administration.

Liabilities created after my appointment will be paid by the company in accordance with your usual trade terms unless I agree otherwise.

If any orders placed with you by the company prior to my appointment have not yet been completed, they should not be completed unless you receive written confirmation from me or my authorised representative that the goods or services are still required by the company.

Amounts due to creditors at the date of my appointment

Please send to the company at this address a statement of your account showing the amount that you consider due at the date of my appointment. This will help ensure that your claim is reflected in the report as to affairs of the company, which the directors of the company are required to prepare by the provisions of the Corporations Act.

Suppliers who may have a valid and legal claim to assets of the company by way of any security, lien or retention of title clauses are requested to notify me of the details of their claim within seven days.

Debts owed to the company

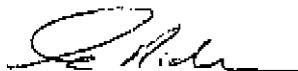
I am not in a position to discharge debts due from the company to ordinary unsecured creditors prior to my appointment. Any sums becoming due to the company after my appointment must be paid in full and no "set-offs" can be allowed.

I expressly refrain from adopting any contracts or liabilities of the company in existence at the date of my appointment unless you are formally notified to that effect by me. All contracts are currently the subject of review and advice as to the position of them will be forthcoming in the near future. In the meantime, no implication of the adoption of any contract or liability by me should be drawn if payments are made for any current use of goods or services.

If you have any queries please contact Mathew Gollant of my office on (08) 9238 5133.

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The following representatives are duly authorised to sign:



Ian Richardson will sign _____



Mathew Gollant will sign _____

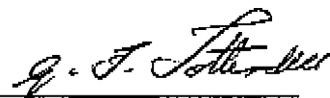
FORM 529A

Paragraph 5.6.12(2)(aa)

*Corporations Act***NOTICE OF FIRST MEETING OF CREDITORS
OF COMPANY UNDER ADMINISTRATION****New Tel Limited (Administrators Appointed) ("NTL")
ACN: 009 068 955 ABN: 85 009 068 955**

1. On 10 December 2002 the company under section 436A appointed Philip Patrick Carter and Gregory Winfield Hall of PricewaterhouseCoopers, 201 Sussex St, SYDNEY, as the administrators of the company.
2. Notice is now given that a meeting of the creditors of the company will be held at Regus Citigroup Centre, Level 39, 2 Park Street, Sydney on 16 December 2002 at 3.00pm. For the benefit of Perth creditors, a video conference will be held on 16 December 2002 at 12.00noon (Perth time) at Level 19, QV1, 250 St George's Terrace, Perth.
3. 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.
4. At the meeting, creditors may also, by resolution:
 - (a) remove the administrator from office; and
 - (b) appoint someone else as administrator of the company.

Dated: 10 December 2002



GF Totterdell
as Power of Attorney on behalf of
Philip Patrick Carter
Administrator

Notes on completing forms of proxy and proofs of debt

Form of proof of debt

1. You should submit a form of proof of debt for the following reasons:
 - To ensure that the Administrator is aware of your debt; and
 - To allow you to vote on the value of your debt at a meeting of creditors.
2. The proof of debt submitted during an Administration is *informal* in that it does not mean that the Administrator has agreed with your proof for the purpose of making a distribution. In the event that a distribution is to be made to creditors, you will be asked to submit a *formal* proof of debt.
3. If you do not submit a proof of debt, you may (at the discretion of the Administrator) be admitted to a meeting of creditors, but you will only be able to vote for a value of \$1.

Form of proxy

1. You must complete a form of proxy if either:
 - you wish to vote at the meeting but you are unable to attend; or
 - the creditor is a company or a firm.
2. If the creditor is a company or a firm, you must obtain a proxy from the company or firm appointing a representative to vote on behalf of the company or firm at the meeting.
3. The proxy is valid only for the meeting indicated and any adjournment of that meeting.
4. You may appoint either a **general proxy** (a person who may vote at their discretion on motions at the meeting) or a **special proxy** (who must vote according to your directions). If you appoint a special proxy, you should indicate on the form what directions you have given.

If you are unable to attend the meeting and you do not have a representative who can attend on your behalf, you may appoint the **Chairman of the Meeting** as your proxy. As before, the Chairman can either be appointed as a general proxy or a special proxy.

New Tel Limited (Administrators Appointed) ("NTL")
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INFORMAL FORM OF PROOF OF DEBT OR CLAIM
FOR THE PURPOSE OF VOTING AT A MEETING OF CREDITORS

To the Administrator of New Tel Limited

1. This is to state that the company was on 10 December 2002 and still is, justly and truly indebted to (insert name of creditor)
for an amount of (insert amount of debt) \$

Particulars of the debt are:

Table with 4 columns: Date, Consideration (state how debt arose), Amount (\$ c), Remarks (include details of vouchers substantiating payment)

2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any satisfaction or security for the sum or any part of it except for the following: (Insert particulars of all securities held. If the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, show them in a schedule in the following form).

Table with 5 columns: Date, Drawer, Acceptor, Amount (\$ c), Due Date

*3. I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

*3. I am the creditor's agent authorised in writing to make this statement in writing. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

Dated:
Signature:
Occupation:
Address:

* Do not complete if this proof is made by the creditor personally.

FORM 532

Regulation 5.6.29

Corporations Act

New Tel Limited (Administrators Appointed) ("NTL")
ACN: 009 068 955 ABN: 85 009 068 955

APPOINTMENT OF PROXY

***I/We** (if a firm, strike out "I" and set out the full name of the firm)
of (address)

a creditor of New Tel Limited, appoint
(name, address and description of the person appointed)

or in his or her absence as ***my/*our *general/*special** proxy to vote at
the meeting of creditors to be held on 16 December 2002, or at any adjournment of that
meeting.

(If a special proxy add the words "to vote for" or the words "to vote against" and specify the particular resolutions).

Dated: _____

Signature: _____

ooOoo

CERTIFICATE OF WITNESS

(only to be completed if the person giving the proxy is blind or incapable of writing)

(This certificate is to be completed only if the person giving the proxy is blind or incapable of writing. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy)

I (name)
of (address)

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 or her before he or
she signed or marked the instrument.

Dated: _____

Signature of witness: _____

Description: _____

Place of residence: _____

* Omit if inapplicable