



**CJL PARTNERS**

28 August 2009  
TB/MN/SWIS900/VA8 - M1

CJL Partners Pty Ltd  
Business Advisory

Level 17  
200 Queen Street  
Melbourne 3000  
Tel: 61 3 9669 1100  
Fax: 61 3 9670 4435  
mail@cjlpartners.com.au  
www.cjlpartners.com.au  
ABN: 94 858 342 031

TO THE CREDITOR AS ADDRESSED

Dear Sir/Madam

**SWISH MG DISTRIBUTION PTY LTD**  
(Administrators Appointed)  
A.C.N. 124 983 071

I advise that Richard J Cauchi and I were appointed Joint and Several Administrators of the above company on 26 August 2009 pursuant to a resolution of the company's board of directors in accordance with the provisions of Section 436A(1) of the Corporations Act 2001 ("the Act").

Pursuant to the provisions of Section 436E of the Act, a first meeting of creditors must be convened within eight (8) business days of the commencement of the administration. Accordingly, the first meeting of creditors has been scheduled for Monday, 7 September 2009 at 4.30pm at the offices of CJL Partners, Level 17, 200 Queen Street, Melbourne. As such, the following are enclosed for your attention:

- Notice of Meeting of Creditors;
- Declaration of Indemnities;
- Declaration of Relevant Relationships & Independence;
- Appointment of Proxy Form;
- Proof of Debt Form for voting purposes only;
- List of known creditors and amounts owing as per company records;
- Statement of Proposed Remuneration and Work to be Completed;
- Information for Creditors; and
- Agenda for the First Meeting.

At the first meeting of creditors you will be required to consider the appointment of a Committee of Creditors and, if another person is nominated as Administrator, whether to remove Richard J Cauchi and I from that position and appoint someone else as Administrator of the company.

The functions of a committee of creditors are to consult with the Administrators and to receive reports from the Administrators. The committee cannot give directions to the Administrators but may require them to report to the committee about specific matters. Only creditors, attorneys of creditors or people authorised in writing by creditors can be appointed as members of the committee.

At all meetings of creditors convened by us, resolutions will be passed or carried by a simple majority of those present in person or by proxy unless two or more creditors request that the resolution be decided by value as well as number ("a poll"). Should a poll be taken on a resolution it will pass if a majority in both value and number vote in favour of the resolution.

## Proxy

An Appointment of Proxy is attached to enable you to appoint another person to act on your behalf at the meeting. Your proxy and proof of debt should be returned to this office by no later than 4.30pm on Friday, 4 September 2009. These forms may be lodged via **facsimile on (03) 9670 4435** however in accordance with Regulation 5.6.36A of the Act, the original signed copy of the Proxy Form must be lodged with my office within seventy two (72) hours of the lodging of the faxed copy. **A corporate creditor may only be represented by proxy or by a representative appointed. Any proxy lodged on behalf of a corporate creditor must be executed either under Common Seal, using a Power of Attorney or in accordance with the company's constitution.**

## Voting

A creditor, or the creditor's proxy, is not entitled to vote at the meeting unless particulars of the debt or claim which is said to be due by the company has been lodged with the chairperson of the meeting.

**The proof of debt form attached is to be completed, but will only be used for voting purposes.** If a Deed of Company Arrangement is executed or the company passes into liquidation, a formal proof of debt will be requested from creditors at the appropriate time.

## Retention of Title Claims

We are in the process of reviewing the company's affairs, including any stock on hand (if applicable) as at the date of our appointment. In this regard, we request that you confirm (if applicable) whether you hold a Retention of Title ("ROT") claim over any stock supplied to the company prior to our appointment which may be presently on hand.

In order to confirm the current status with respect to your debt due from the above company, please provide us with confirmation as to the current amount outstanding, together with written documentation to support your ROT claim, if any.

Please note that with regard to any ROT claim, we require copies of all outstanding invoices together with a copy of your company's credit application and the requisite ROT clauses that relate to each invoice or the facility in total.

We suggest you address this matter by no later than Monday, 7 September 2009.

## Second Meeting of Creditors

Pursuant to the Act, a second meeting of creditors will be convened at which creditors will be able to resolve the future of the company. A full Report to Creditors will be provided with notice of that meeting, together with our recommendation on whether it would be in the creditors' interests to:

- (i) have the company enter into a Deed of Company Arrangement; or
- (ii) end the administration; or
- (iii) wind up the company.

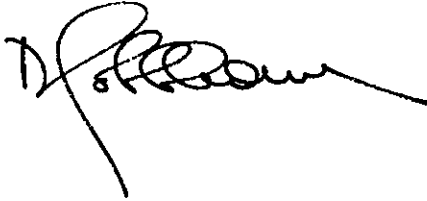
In the meantime, we have assumed full control of the company's affairs as its agents and the powers of the director(s) are currently suspended.

Creditors should note that we will not be responsible for any payment of goods or services provided to the company (if applicable), except where such goods or services are expressly ordered by us.

As a result of our appointment all claims by creditors against the company are stayed for the duration of the Voluntary Administration. This moratorium period will continue until such time as creditors resolve the future of the company at the second meeting of creditors (or any adjournment thereof).

Should you have any queries regarding this circular or the administration in general, please contact either Mr Adrian Warry or Ms Lauren Graham of this office.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D. Lofthouse', with a long horizontal stroke extending to the right.

DAVID J LOFTHOUSE  
Joint and Several Administrator

Enclosures

**FORM 529A**

Regulation 5.6.12(6)

Corporations Act 2001

**NOTICE OF FIRST MEETING OF CREDITORS  
OF COMPANY UNDER ADMINISTRATION**

**SWISH MG DISTRIBUTION PTY LTD**

(Administrators Appointed)

A.C.N. 124 983 071

1. On 26 August 2009, the company under Section 436A(1) appointed David J Lofthouse and Richard J Cauchi of CJL Partners, Level 17, 200 Queen Street, Melbourne as the Joint and Several Administrators of the company.
2. Notice is now given that a meeting of the creditors of the company will be held as follows:  
  
PLACE: CJL Partners, Level 17, 200 Queen Street, Melbourne  
  
DATE: Monday, 7 September 2009  
  
TIME: 4.30pm
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 Joint and Several Administrators from office; and
  - (b) appoint someone else as Administrator of the company.

DATED: 28 August 2009



DAVID J LOFTHOUSE  
Joint and Several Administrator

Corporations Act 2001

**DECLARATION OF INDEMNITIES**

**SWISH MG DISTRIBUTION PTY LTD**  
(Administrators Appointed)  
A.C.N. 124 983 071

We have not been indemnified for the conduct of the Voluntary Administration, other than by way of the indemnity we may be entitled to under the Act.

DATED: 28 August 2009

A handwritten signature in black ink, appearing to read 'D. Lofthouse', with a long horizontal stroke extending to the right.

DAVID J LOFTHOUSE  
Joint and Several Administrator

**DECLARATION OF RELEVANT RELATIONSHIPS & INDEPENDENCE**

**SWISH MG DISTRIBUTION PTY LTD**  
(Administrators Appointed)  
A.C.N. 124 983 071

***Relationships***

Neither we, nor any of our Partners or staff have had, within the preceding twenty four (24) months, any relationship with the company, an associate of the company, a former insolvency practitioner appointed to the company (where relevant) or any person or entity that has a charge on the whole or substantially the whole of the property (undertaking) of the company.

We confirm that our appointment came about by way of a referral from the company's advisors.

***Prior Engagements with the Company***

We have not undertaken any prior engagements for the company.

***Independence***

We note that our initial contact with the directors of this company occurred in June 2009 at which time a meeting was held to discuss the options available to the company in respect to its financial circumstances. We note that Swish MG Distribution Pty Ltd is a subsidiary of the The Swish Group Limited which, along with other companies in the Group has also been placed into voluntary administration.

Please note that we have acted in the past as Deed Administrators for two companies associated with one of the directors, Mr Marcus Georgiades. Both these Deeds of Company Arrangement have been finalised.

Despite the above we do not believe there is any real or potential risks to our independence and as such, we are not aware of any reasons that would prevent us from accepting this appointment.

DATED: 28 August 2009



DAVID J LOFTHOUSE  
Joint and Several Administrator

A.C.N. 124 983 071

APPOINTMENT OF PROXY

\*I/\*We(1) .....

of (address).....

a creditor of Swish MG Distribution Pty Ltd (Administrators Appointed)

appoint (2).....

or in his absence .....

as \*my/\*our\*general/\*special proxy to vote at the meeting of creditors to be held on Monday, 7 September 2009 at 4.30pm 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 resolution).

If special proxy, please select ONE of the following:

- 1. To vote on all matters arising from the meeting YES NO [ ] [ ]

AND/OR ALTERNATIVELY

- 2. To vote specifically in the following manner: (a) That a Committee of Creditors be appointed (b) That the Administrators be replaced FOR AGAINST ABSTAIN [ ] [ ] [ ] [ ] [ ] [ ]

Signature(3) .....

THE COMMON SEAL of (name of company) )

was hereunto affixed in accordance with its Articles of Association. )

Director Director/Secretary

- \* Strike out if inapplicable (1) If a firm, strike out "I" and set out the full name of the firm. If a company, the proxy must be completed under the company seal or by an attorney of the company or pursuant to the provisions of the company's constitution. (2) Insert the name, address and description of the person appointed. (3) The signature of the creditor is not to be attested by the person nominated as proxy.

CERTIFICATE OF WITNESS

(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 this day of 200

Signature of Witness.....

Description .....

Place of residence .....

When completed please return by 4.30PM ON FRIDAY, 4 SEPTEMBER 2009 to:

CJL PARTNERS Level 17 200 Queen Street MELBOURNE VIC 3000

Telephone: 9669 1100 Facsimile: 9670 4435

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CORPORATIONS ACT 2001

**SWISH MG DISTRIBUTION PTY LTD**

(Administrators Appointed)

A.C.N. 124 983 071

**PROOF OF DEBT FOR PURPOSE OF VOTING AT  
MEETING OF CREDITORS**

Name of Creditor.....

Amount of Debt Claimed (See note 1).....

Nature of Debt.....

Whether Debt secured or unsecured.....

If secured, give details of security including dates etc.....

Signature of Creditor.....

**OR**

THE COMMON SEAL of )  
(NAME OF COMPANY) )  
 )  
was hereunto affixed in accordance )  
with its Articles of Association / Constitution )

Director

\_\_\_\_\_  
Director / Secretary

Note 1: A creditor may not vote on any unliquidated or contingent debt or claim, or a debt, the value of which is not established, unless a just estimate of its value has been made.

Note 2: A secured creditor shall be entitled to vote in respect of the total liability.

Note 3: This Proof should be signed by the creditor or a person in the employ of the Creditor duly authorised by that creditor to sign. **If a creditor is a company, it should be signed by a person authorised under the Seal of the company or by an attorney of the company or pursuant to the provisions of the company's Constitution to execute a Proof of Debt on its behalf. The Chairman of the meeting may admit or reject a Proof of Debt for the purpose of voting at the meeting.**

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When completed please return by **4.30PM ON FRIDAY, 4 SEPTEMBER 2009** to:

**CJL PARTNERS**  
Level 17  
200 Queen Street  
MELBOURNE VIC 3000

Telephone: 9669 1100  
Facsimile: 9670 4435

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**SWISH MG DISTRIBUTION PTY LTD**  
(Administrators Appointed)  
A.C.N. 124 983 071

**List of Known Creditors as at 26 August 2009**

<b>Creditors</b>	<b>Estimated Claim</b>
AC Nielsen Australia	2,927.94
Adrienne McKibbins	825.00
Australian Taxation Office	129,813.00 Approx
Brandprint	2,070.20
Bruce Trengove Consulting	1,320.00
Cary Peter Stynes	TBA
City Link	27.55
Dream Movie (Australia) Pty Ltd	2,760.41
Kwik Kopy	411.74
Leba Advertising Aust Pty Ltd	732.60
Marcus Georgiades	808.34
Media Monitors	347.72
Meghan Shivalkar	400.00
National Australia Bank Limited	TBA
Paradigm Logistics	3,237.04
State Revenue Office	TBA
Step Right Up	547.00
Swish Amphead Pty Ltd (Administrators Appointed)	29,336.44 Approx
Swish Digital Signage Pty Ltd (Administrators Appointed)	16,547.70 Approx
Swish Torque Communications Pty Ltd (Administrators Appointed)	46,124.16 Approx
Swish TV Pty Ltd (Administrators Appointed)	168.00 Approx
Sydney Posters Pty Ltd	400.00
The Hoyts Corporation Pty Ltd	2,556.93
The Swish Group Limited (Administrators Appointed)	441,355.92 Approx
TNT Express	5,323.69
WebCentral	3,075.98

**STATEMENT OF PROPOSED REMUNERATION AND WORK TO BE COMPLETED**

**SWISH MG DISTRIBUTION PTY LTD**  
(Administrators Appointed)  
A.C.N. 124 983 071

**Proposed Remuneration**

Under the provisions of the Act, it is up to creditors to consider and, if thought fit, approve / fix our remuneration in acting as Joint and Several Voluntary Administrators of the company.

There are four basic methods that can be used to calculate the remuneration charged by an Insolvency Practitioner as follows:

*Time based / hourly rates* - This is the most common method utilised by Insolvency Practitioners. The total fee charged is based on an hourly rate charged for each person who carried out the work multiplied by the number of hours spent by each person on each of the tasks performed.

*Fixed Fee* - The total fee is normally quoted at the commencement of the liquidation and is the total cost for the liquidation. Sometimes the practitioner will finalise the liquidation for a fixed fee.

*Percentage Basis* - The total fee charged is based on a percentage of a particular variable, such as gross proceeds of asset realisations.

*Contingency* - The practitioner's fee is structured to be contingent on a particular outcome being achieved.

**Method Chosen**

Given the nature of the administration, we propose that creditors approve / fix our remuneration on the basis of the time based / hourly rate method. This method has been chosen over and above the other noted methods for the following reasons:

- All remuneration is charged according to the time spent on the administration at hourly rates which are approved by creditors. Consequently, a record of the work carried out for the administration is maintained for both managerial and accountability purposes.

- This method provides the appointee with greater control in monitoring time spent on particular tasks within the administration and where possible, ensures that the tasks required to be done are allocated to staff members with the lowest charge rate commensurate with the skills and experience necessary to perform the tasks.

Our Current Scale of Fees, which we believe is in line with current industry rates and incorporates our Insolvency Experience Classification, is provided below:

**CJL PARTNERS  
INSOLVENCY RATE EXPERIENCE CLASSIFICATION  
AS AT 1 JULY 2009**

<b>Hourly Rate \$</b>	<b>Position</b>	<b>Description</b>
500.00	Principal Appointee	Registered and/or Official Liquidator, Administrator or Registered Trustee in Bankruptcy or Partner, bringing his / her specialist skills to the administration or insolvency task.
420.00	Director (Non-Appointee)	Extensive insolvency experience, at least five (5) years at manager level, qualified accountant and capable of controlling all aspects of an administration.
395.00	Senior Manager	Seven (7) to ten (10) years experience, at least three (3) to five (5) years as manager, qualified accountant and capable of controlling all aspects of an administration.
340.00	Manager 1	More than seven (7) years insolvency or equivalent experience, at least three (3) of which as manager, qualified accountant. Answerable to the appointee, but otherwise responsible for all aspects of administration. Experienced at all levels and considered very competent. Controls staff and their training.
315.00	Manager 2	Six (6) to seven (7) years, qualified accountant, with well developed technical and commercial skills. Is constantly alert to opportunities to meet clients' needs and to improve the clients' future operation, either by revenue enhancement or by reducing costs and improving efficiency. Controls two (2) to four (4) staff.
285.00	Supervisor	Four (4) to six (6) years of relevant insolvency and accounting experience. ICAA / CPA or equivalent qualification. Has conduct of minor administrations and experience in control of one (1) to three (3) staff. Assists planning and control of medium to larger jobs.
235.00	Senior 1	Two (2) to four (4) years of relevant insolvency and accounting experience. Assists planning and control of small to medium sized jobs, as well as performing some of the more difficult work on larger jobs.
200.00	Senior 2	Two (2) to three (3) years of relevant insolvency and accounting experience. Assist with small jobs as well as assisting with some of the more difficult work on larger jobs.
200.00	Bookkeeper	Attending to all matters with respect to maintaining administration of accounts, banking and other related tasks.
175.00	Intermediate 1	One (1) to two (2) years of relevant insolvency experience. Required to assist in day to day fieldwork under supervision of more senior staff.
150.00	Intermediate 2	One (1) to two (2) years experience. Trainee, required to assist in day to day fieldwork under supervision of more senior staff.
140.00	Graduate	Zero (0) to one (1) years experience. Graduate with little or no professional experience. Required to assist in day-to-day field work under supervision of more senior staff.
140.00	Secretary / WPO	Appropriate skills, including machine usage.
140.00	Clerk	Non-qualified, but passed the VCE. Classification depends on experience, salary and complexity of work to be conducted.
80.00	Junior	VCE or equivalent. Required to assist in administration and day to day fieldwork under supervision of more senior staff.

These rates are subject to an additional ten (10) per cent in respect of goods and services tax.

At the second meeting, creditors will be asked to approve / fix our remuneration for the period from our appointment up to the date of the meeting.

Should creditors approve / fix our remuneration on the basis of the above scale, we estimate that our remuneration for the period of the Voluntary Administration up to the forthcoming second meeting of creditors should not exceed \$22,000.

We note that our estimates are based on the information to hand and our current understanding of the administration and do not take into consideration subsequent events which may increase and / or decrease our eventual claim for remuneration from the estimated provided.

### Work to be Completed

A summary of the tasks which we anticipate may be undertaken during the course of the Voluntary Administration is set out in the table below:

TASK AREA	GENERAL DESCRIPTION	INCLUDES
<b>ASSETS &amp; OTHER REALISATIONS</b> Estimated Cost: \$3,500	Stock	Discussions / Meeting regarding stock  Securing and protecting stock & stock takes Conduct investigations into stock Review / Assess stock values Liaising with purchaser / potential purchasers of stock Attend to all aspects for OHS / Insurance for stock
	ROT / Consignment Stock	Discussions / Meetings regarding ROT / Consignment Stock matters Issue notice to creditors for ROT / Consignment Stock Securing and protecting ROT / Consignment Stock Conduct investigations into ROT / Consignment Stock Create / maintain ROT / Consignment Stock register Liaising with ROT / Consignment stock claimant Adjudicate on ROT / Consignment stock claim Correspond with claimant for ROT / Consignment stock
	Voidable Transactions (including preferences, uncommercial transactions and unfair loans)	Meetings / Discussions regarding Voidable Transaction claims Investigations into Voidable Transactions Correspond with recipient / benefactor of Voidable Transaction Liaise with legal representative regarding Voidable Transaction Preparation of solvency investigation report
	Other Assets	Conduct general investigations into other asset Securing and protecting other asset

<b>TASK AREA</b>	<b>GENERAL DESCRIPTION</b>	<b>INCLUDES</b>
		Attend to general matters relating to other / contingent asset
	Deed of Company Arrangement	Meetings / Discussions regarding Deed Liaise with legal representative for Deed Attend to general matters regarding Deed Preparation of Deed
	Insolvent Trading	Discussions / Meetings regarding insolvent trading Liaise with legal representative regarding insolvent trading Preparation of solvency investigation report / insolvency investigation memorandum
<b>BANKING / FEE ADMINISTRATION</b> Estimated Cost: \$500	Correspondence with banks	Opening / closing bank account(s) Freeze bank accounts General correspondence regarding bank accounts
	Receipts	Processing administration receipts Attending bank to deposit funds Preparation of correspondence to payer
	Payments	Processing payments from administration Preparation of correspondence to payee
	Internal Administration Accounts	Attend to all matters regarding maintaining Internal Administration Accounts
	Bank Statements	Processing and reconciling bank statements Reviewing and attending to all other matters regarding bank statements
	Fees	Preparation of Work In Progress Report to proposed rates Attend to general administrative matters relating to Fees / Disbursements / Work in Progress
<b>CREDITORS</b> Estimated Cost: \$3,500	Secured Creditors	Discussions regarding secured creditors claim Correspondence to / from secured creditor Preparation of report to secured creditor Investigations into secured creditors claim Communications with industry funds
	Unsecured Creditors	Communications with unsecured creditors and or representatives Investigations into unsecured creditors claim Preparation of report to unsecured creditors Communications with Committee of Creditors / inspection Dealing with Proofs of Debt (when dividend not declared)
	Leases / Hire Purchase / Finance Contracts	Communications with Lease / HP creditor Investigations into Lease / HP claim Review of Lease / HP documents Attending to general matters regarding Lease / HP



<b>TASK AREA</b>	<b>GENERAL DESCRIPTION</b>	<b>INCLUDES</b>
	Government Claims / Correspondence (Tax, Including Clearances, Workcover & Superannuation)	Communications with statutory creditor Investigations into statutory creditors claim Dealing with Proof of Debt (when dividend not declared)
<b>GST</b> Estimated Cost: \$500	ABN / GST Registration	Registering for GST / ABN / PAYG Cancellation of GST / ABN / PAYG registration Attending to general matters relating to ABN / GST
	Monthly / Quarterly BAS / IAS	Preparation / Review of BAS / IAS
	Tax Invoices	Preparing / Reviewing Tax invoices relating to BAS / IAS
	GST Calculation	Calculating GST liability / refund
	GST General	Attending to general matters regarding GST / ABN registration
<b>GENERAL ADMINISTRATION / INVESTIGATIONS</b> Estimated Cost: \$6,000	General Investigations - not related to assets or other areas	Reviewing & preparation of history and nature of administration Preparation / review of investigation file / checklist Administration file review Updating checklist General investigations into administration
	ASIC Searches and VEDA files	Conducting and reviewing VEDA, ASIC & other statutory and general searches
	Books and Records Listing	Collecting, reviewing, listing and dealing with books and records
	Communications with directors	Communications / Correspondence with directors / officers
	Insurance	Corresponding with insurer regarding appointment Identifying potential issues requiring attention of insurers and/or ongoing insurance requirements Reviewing company's former insurance policies and corresponding with previous brokers Attending to matters regarding workcover / OHS
	Financial Statements / Analysis	Analysing / Investigating financial statements Reviewing specific transactions & conducting enquiries
	Correspondence / File notes (not relating to any other area)	Preparing correspondence / file notes in respect to general administrative matters
	Shareholders	Attend to general matters regarding shareholders including notices and inquiries
	Directors / Officers Contraventions (Breach of Duties)	Preparation / review of investigation checklist for offences Preparation of report(s) in respect to contraventions Liaising with legal representative regarding contraventions Liaising with ASIC regarding contraventions Attend to matters regarding contraventions including holding meetings and correspondence

TASK AREA	GENERAL DESCRIPTION	INCLUDES
	General Administration	Filing, Photocopying, Scanning, Faxing correspondence / documents Preparing timesheets and summaries in respect to administration Attending to incoming / outgoing mail Preparing circulars, statutory declarations in respect to postage and dealing with general mail requirements
<b>MEETINGS</b> Estimated Cost: \$6,000	Notices to Creditors	Preparation / Review Notice and Sec 439A Report to Creditors Preparation / Review Notice and (General) Report to Creditors Preparation of notice and Supplementary Section 439A report to Creditors Preparation of notice and Supplementary / Subsequent Report to Creditors Attending to general matters regarding Notices to Creditors
	Minutes of Meetings / Attendance Register Proxies etc	Preparation of documents for Meeting of Creditors / Committee Dealing with proxies and proofs for Meeting of Creditors / Committee Preparing Minutes of Meeting of Creditors / Committee Attending to matters regarding Meeting / Attendance Register / Proxies Attend / Chair / Preside / Minute meeting
	Meetings – General Matters	Attending to other matters regarding meetings including file notes and correspondence
<b>STATUTORY</b> Estimated Cost: \$2,000	Appointment Documents	Preparation / Review / Amend Appointment Documents
	Report as to Affairs	Attending to all matters regarding Report As To Affairs including review and lodgement
	Lodgements with ASIC / Other	Lodging minutes of meeting with ASIC Lodging Section 438D report with ASIC Lodging complaints with ASIC / other statutory authority Lodging Statutory forms with ASIC / other statutory authority including receipts and payments
	Reports and correspondence for ASIC / Statutory Authority	Preparing reports and correspondence for ASIC / Statutory Authority Preparing Section 438D report with ASIC / Statutory Authority Preparing complaints with ASIC / Statutory Authority Preparing / Reviewing statutory forms and receipts and payments for lodgement with ASIC / other statutory authority

TASK AREA	GENERAL DESCRIPTION	INCLUDES
		Liaising with ASIC / other statutory authority
	Advertisements	Advertising meeting of creditors Advertising appointment

Depending on what creditors resolve at the second meeting regarding the future of the company, creditors will also be asked to consider, and if thought fit, approve / fix our remuneration:

- In the case where the company enters into a Deed of Company Arrangement ("Deed"), for the periods up to when the Deed is executed and for the period the Deed operates; and
- In the case where the company is liquidated, for the period from commencement to the finalization of the liquidation.

Estimating the levels of remuneration in either a Deed or a liquidation is much more difficult. As such, should creditors resolve that the company execute a Deed (if applicable) or conversely resolve that the company be placed into liquidation, we would propose that a maximum level of remuneration be approved in these instances which cannot be exceeded without the prior approval of either creditors or the Court. We will provide full details of the proposed remuneration sought by us in our detailed Report to Creditors prior to the second meeting of creditors.

#### **Disbursements**

Disbursements are divided into three (3) types: A, B1 and B2.

- A Disbursements are all externally provided professional services and are recovered at cost. An example of an A disbursement is legal fees
- B1 Disbursements are externally provided non-professional costs, such as travel, accommodation and search fees. B1 disbursements are recovered at cost.
- B2 Disbursements are internally provided non-professional costs such as photocopying and document storage. B2 disbursements are charged at cost, except for photocopying, printing and telephone calls which are charged at a rate which was intended to recoup both variable and fixed costs.

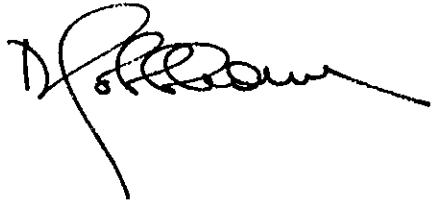
Details of disbursements incurred during the course of the administration will be provided in our detailed Report to Creditors prior to the second meeting of creditors.

Creditors are also able to obtain further information about our remuneration and disbursements on written request.

We refer creditors to an information sheet titled "Approving Fees: A Guide for Creditors" which may be obtained from the ASIC website at:

[http://www.asic.gov.au/asic/pdflib.nsf/LookupByFileName/Approving\\_fees\\_guide\\_for\\_creditors.pdf/\\$file/Approving\\_fees\\_guide\\_for\\_creditors.pdf](http://www.asic.gov.au/asic/pdflib.nsf/LookupByFileName/Approving_fees_guide_for_creditors.pdf/$file/Approving_fees_guide_for_creditors.pdf)

DATED: 28 August 2009

A handwritten signature in black ink, appearing to read 'D. Lofthouse', with a long horizontal stroke extending to the right.

DAVID J LOFTHOUSE  
Joint and Several Administrator



**ASIC**

Australian Securities & Investments Commission

## Insolvency information for directors, employees, creditors and shareholders

ASIC has 11 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 is an information sheet on the independence of external administrators and one that explains the process for approving the fees of external administrators. A glossary of commonly used insolvency terms is also provided.

The Insolvency Practitioners Association (IPA), 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 information sheets

- INFO 41 *Insolvency: a glossary of terms*
- INFO 74 *Voluntary administration: a guide for creditors*
- INFO 75 *Voluntary administration: a guide for employees*
- INFO 45 *Liquidation: a guide for creditors*
- INFO 46 *Liquidation: a guide for employees*
- INFO 54 *Receivership: a guide for creditors*
- INFO 55 *Receivership: a guide for employees*
- INFO 43 *Insolvency: a guide for shareholders*
- INFO 42 *Insolvency: a guide for directors*
- INFO 84 *Independence of external administrators: a guide for creditors*
- INFO 85 *Approving fees: a guide for creditors*

### Getting copies of the information sheets

To get copies of the information sheets, visit ASIC's website at [www.asic.gov.au/insolvencyinfosheets](http://www.asic.gov.au/insolvencyinfosheets). The information sheets are also available from the IPA website at [www.ipaa.com.au](http://www.ipaa.com.au). The IPA website also contains the IPA's Code of Professional Practice for Insolvency Professionals, which applies to IPA 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 advisor to take into account your particular circumstances and to tell you how the law applies to you.

## **AGENDA**

**SWISH MG DISTRIBUTION PTY LTD**  
(Administrators Appointed)  
A.C.N. 124 983 071

### **FIRST MEETING OF CREDITORS PURSUANT TO SECTION 436E OF THE CORPORATIONS ACT 2001**

Monday, 7 September 2009 at 4.30pm  
At CJL Partners, Level 17,  
200 Queen Street, Melbourne

1. Opening of the meeting and introduction by the Joint and Several Administrator.
2. Tabling of the proxies and attorneys.
3. Explanation of proceedings.
4. Any other nominations for Administrator and, if so, appointment of Administrator.
5. Determination as to whether to appoint a committee of creditors and, if required, election of the committee members.
6. Any other matters and questions.
7. Closure of meeting.