

Circular to Creditors

Starrs & Co Pty Limited
(Receivers and Managers Appointed)(Administrators Appointed)
A.C.N. 057 365 090
Formerly trading as “Truscotts Casual Living”

We refer to our appointment as Joint and Several Administrators of the above company and to our previous report to creditors.

A meeting to consider the financial affairs of the company and to resolve the future direction of the administration is to be held at the Institute of Chartered Accountants in Australia at Level 11, 1 King William Street, Adelaide on 13 October 2009. Registration for all creditors will open at 11.30am with the meeting commencing at 12.00 midday.

We now enclose the following documents:-


- Formal Notice of Meeting.
- Formal Proof of Debt form - All creditors must have submitted a proof of debt or claim with us before the meeting in order to establish their right to vote. If you have already submitted a Proof of Debt form you do not need to re-submit another.
- Appointment of Proxy form – The form enables you to appoint another person to act on your behalf at the meeting.
- Administrators’ detailed report to creditors pursuant to Section 439A of the *Corporations Act 2001* which includes an opinion on each of the following matters:-
 - Whether it would be in the creditors' interests for the Company to execute a Deed of Company Arrangement.
 - Whether it would be in the creditors' interests for the Administration to end.
 - Whether it would be in the creditors' interests for the Company to be wound up.

The Administrators’ report includes our detailed remuneration report that summarises our remuneration claim and sets out a summary of work performed.

If you are a former employee of the company owed entitlements (and therefore a priority creditor) we advise that the Receivers have indicated that sufficient funds will be realised from the company's floating charge assets to meet priority employee entitlements in full. The relevant distributions will be made by the Receivers. If you have a priority employee claim and have questions concerning the value of your claim or the timing of the distribution, you should contact Ben Opie or Kendal Measroch of the Receivers' office at Ernst & Young.

We encourage you to attend the forthcoming creditors' meeting and in the meantime should you have any queries concerning the attached information or the voluntary administration process, please do not hesitate to contact this office.

DATED this 1st day of October 2009

A handwritten signature in black ink, appearing to be a cursive or stylized script, likely representing the joint signatories mentioned in the text below.

Andrew Heard & Anthony Phillips
Joint & Several Administrators

Encl.

NOTICE OF MEETING

Starrs & Co Pty Limited
(Receivers and Managers Appointed)(Administrators Appointed)
A.C.N. 057 365 090
Formerly trading as "Truscotts Casual Living"

Notice is hereby given that a meeting of the creditors of the company will be held at the Institute of Chartered Accountants in Australia at Level 11, 1 King William Street, Adelaide on 13 October 2009. Registration for all creditors will open at 11.30am with the meeting commencing at 12.00 midday.

AGENDA

1. To receive a report from the Administrators pursuant to Section 439A of the Corporations Act and a statement by the director regarding the property, affairs and financial circumstances of the company.
2. To consider and resolve:
 - (a) That the company execute a Deed of Company Arrangement; or
 - (b) That the administration should end; or
 - (c) That the company be wound up.
3. To fix the Administrators' remuneration.
4. To consider the appointment of a Committee of Inspection.
5. To consider any other business that may be lawfully brought forward.

DATED this 1st day of October 2009



Andrew Heard & Anthony Phillips
Joint & Several Administrators

Heard Phillips, Chartered Accountants
Phone (08) 8212 3433

FORM 535

Subregulation 5.6.49(2)

Corporations Act (2001)

**FORMAL PROOF OF DEBT OR CLAIM
(GENERAL FORM)**

To the Administrators of Starrs & Co Pty Ltd (Receivers and Managers Appointed)(Administrators Appointed)

1. This is to state that the company was on 13 July 2009, and still is, justly and truly indebted to:

(full name and address of the creditor and, if applicable, the creditor's partners. If prepared by an employee or agent of the creditor, also insert a description of the occupation of the creditor)
for \$ _____ and _____ cents.

Date	Consideration (state how the Debt arose)	Amount \$ c	Remarks (include details of voucher 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).*

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.

.....
Signature
Occupation:
Address

Dated

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

Corporations Act 2001

Starrs & Co Pty Limited

A.C.N. 057 365 090

APPOINTMENT OF PROXY

*I/*We¹ _____ of² _____
_____ a creditor of the above company appoint³ _____
_____ or in his or her absence⁴ _____

_____ as *my/*our *general/*special proxy to vote at
the meeting of creditors to be held on 13 October 2009, 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).

Dated

Signature

CERTIFICATE OF WITNESS⁵

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

Dated

Signature of witness

Description

Place of residence

*Omit in inapplicable

¹ Name of Creditor

² Creditor's address

³ Name on Intended Proxy

⁴ Name an Alternate Proxy

⁵ This section is only applicable if person giving the proxy is blind or incapable of writing