

ENFORCEABLE UNDERTAKING

Australian Securities & Investment Commission Act 2001 (ASIC Act)

Section 93AA

The commitments in this undertaking are offered to the Australian Securities & Investments Commission (ASIC) by:

CASH NOW PTY LTD ACN 079 224 847 (Cash Now)
25 Leigh Street
ADELAIDE SA 5000

and

JOHN ANTHONY FALTING (Mr Falting)
82 Gilmore Crescent
WALLAROO SA 5556.

BACKGROUND

1. ASIC is responsible for regulating corporations in relation to matters including fundraising and corporate governance.
2. Cash Now is a company incorporated in Australia and is a franchisor for payday lending services. Cash Now was formerly known as Cashnowau Pty Ltd (**Cashnowau**).
3. Mr Falting was a director and the Chief Executive Officer (**CEO**) of Cash Now (and Cashnowau) during the period 4 July 1997 to 13 January 2006.
4. In about October 2003, it came to ASIC's attention that internet and newspaper advertisements had been placed in respect of investments in Cashnowau. ASIC had concerns that the fundraising may have been in breach of s734 of the *Corporations Act 2001 (the Act)* which restricts advertising and publicity of offers of securities.
5. In response to ASIC's concerns Mr Falting and Cashnowau undertook to cease advertising and accepting funds until "*full approval of a debenture program is approved by [ASIC]*". In view of this undertaking ASIC took no further action.
6. In February 2004, Cash Now Corporation (**CNC**) (a company incorporated in Nevada, USA) acquired 60% of the shares on issue in Cash Now. On 26 November 2004 Mr Falting was appointed as a director of CNC.
7. In about May 2005 ASIC became aware of the advertising of debentures and offers for participation in the public float of CNC on the websites <<http://www.cashnowau.com>> (**Cash Now Website**) and <<http://ipo.cashnow.com>>

(CNC Website). The CNC Website contained a "Confidential Offering Memorandum" and a "Regulation Subscription Agreement".

8. ASIC has issued Policy Statement 141 *Offers of securities on the Internet* which sets out when ASIC intends to regulate offers, invitations and advertisements of securities that appear on the internet and can be accessed in Australia. In particular, ASIC does not intend to regulate offers, invitations and advertisements of securities that are accessible in Australia if they are not targeted at persons in Australia, they contain a meaningful jurisdictional disclaimer and they have little or no impact on investors in Australia.
9. Subject to certain exceptions, s706 of the Act requires an offer of securities for issue to persons in Australia to be made pursuant to a disclosure document within the meaning in s9 of the Act. Section 727 of the Act prohibits the offer of securities that needs disclosure unless a disclosure document has been lodged with ASIC.
10. In August 2005 ASIC commenced an investigation into suspected contraventions of s727 and 734 of the Act in relation to fundraising activities undertaken by Cash Now, Mr Falting and CNC.
11. Mr Falting was re-appointed as a director of Cash Now on 10 April 2006.

CNC contraventions

12. From its investigations ASIC formed the view that CNC had contravened s727 and 734 of the Act because:
 - 12.1 CNC's offers to issue or sell securities had been received in Australia without a disclosure document being lodged with ASIC; and
 - 12.2 there was no meaningful jurisdictional disclaimer on the CNC website.

Cash Now contraventions

13. From its investigations ASIC also formed the view that Cash Now had aided and abetted and/or been knowingly concerned in CNC's contravention of s727 and 734 of the Act by:
 - 13.1 providing a link from the "Investor Info" page of the Cash Now Website to the relevant page of the CNC Website. The link was provided despite no disclosure document being lodged with ASIC;
 - 13.2 providing information to at least one Australian investor about the offer of securities by CNC. Though the offer required disclosure to investors, no such disclosure was made. Cash Now provided the application form to the investor and received their reply; and
 - 13.3 publishing on the home page of the Cash Now website a scrolling banner stating "!!!STOP PRESS!!!...CASHNOW GOES PUBLIC IN THE USA" and inviting visitors to the site to call 1800 00 5880 to receive more information regarding this offer from a Cash Now representative.

Falting contraventions

14. From its investigations ASIC also formed the view that Mr Falting (in his capacity as director and CEO of Cash Now) had aided and abetted and/or been knowingly concerned in CNC's contravention of s 727 and 734 of the Act by:
 - 14.1 creating or allowing to be created a link from the "Investor Info" page of the Cash Now website to a page of the CNC Website which offered investments in CNC, notwithstanding that he knew that no disclosure document had been lodged with ASIC in respect of the offer;
 - 14.2 creating or allowing to be created a moving bar stating "!!!STOP PRESS!!!...CASHNOW GOES PUBLIC IN THE USA" on the home page of the Cash Now Website and inviting visitors to the site to call 1800 00 5880 to receive more information regarding CNC's offer from a Cash Now representative;
 - 14.3 authorising staff of Cash Now to provide information about the offer of investments in CNC to persons who responded to the information on the Cash Now Website; and
 - 14.4 signing on behalf of CNC at least one Convertible Debenture Purchase Agreement with an Australian investor.
15. ASIC is concerned that CNC will continue to advertise its offers of securities on the internet contrary to s727 and 734 of the Act, and that Cash Now and Mr Falting will aid and abet CNC in that activity.
16. Cash Now and Mr Falting have offered, and ASIC has agreed to accept undertakings from Cash Now and Mr Falting in the terms of paragraphs 18 and 19 below as an alternative to initiating injunctive proceedings against Cash Now and Mr Falting in relation to the aiding and abetting of the contraventions described in paragraphs 13 and 14.
17. Cash Now and Mr Falting acknowledge that should ASIC form the view that Cash Now or Mr Falting has failed to comply with this undertaking, ASIC may take additional action including (without limitation) seeking court orders under s93AA of the ASIC Act requiring Cash Now or Mr Falting to comply with the terms of this undertaking.
18. Cash Now and Mr Falting each acknowledge ASIC's concerns outlined in paragraphs 19 and 20.

CASH NOW UNDERTAKINGS

19. Under s93AA of the ASIC Act, Cash Now undertakes that it will not, whether by itself, its servants or agents, at any time in the future:
 - 19.1 make an offer of securities, or distribute an application form for an offer of securities on behalf of Cash Now, CNC or related companies that needs disclosure under Part 6D.2 of the Act unless in accordance with s727 of the Act;

- 19.2 advertise or publish a statement that refers directly or indirectly to an offer or intended offer of securities of any description in Cash Now, CNC or related companies, unless in accordance with the requirements of s734 of the Act;
- 19.3 enter into any "Lender Contracts" and/or "Convertible Debenture Purchase Agreements" with people who have contacted Cash Now, by whatever means, after viewing the information on the Cash Now website; or
- 19.4 accept any monies from persons who have contacted Cash Now, by whatever means after viewing the CNC Website.

MR FALTING UNDERTAKINGS

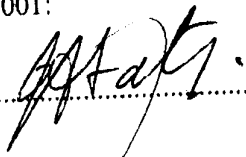
- 20. Under s93AA of the ASIC Act, Mr Falting undertakes that he will not at any time in the future:
 - 20.1 make an offer of securities, or distribute an application form for an offer of securities on behalf of Cash Now, CNC or related companies that needs disclosure under Part 6D.2 of the Act unless in accordance with s727 of the Act;
 - 20.2 advertise or publish a statement that refers directly or indirectly to an offer or intended offer of securities of any description in Cash Now, CNC or related companies, unless in accordance with the requirements of s734 of the Act;
 - 20.3 enter into any "Lender Contracts" and/or "Convertible Debenture Purchase Agreements" on behalf of Cash Now, CNC or related companies with persons who have contacted Cash Now, by whatever means, after viewing the information on the Cash Now Website;
 - 20.4 accept any monies from persons who have contacted Cash Now, by whatever means, after viewing the CNC Website; or
 - 20.5 sign any convertible debenture purchase agreements with Australian investors on behalf of CNC.


ACKNOWLEDGMENTS

- 21. Cash Now and Mr Falting acknowledge that ASIC:
 - (a) may issue a media release on execution of this undertaking referring to its terms and to the concerns of ASIC which led to its execution;
 - (b) may from time to time publicly refer to this undertaking; and
 - (c) will make this undertaking available for public inspection.
- 22. Cash Now and Mr Falting acknowledge that this undertaking in no way derogates from the rights and remedies available to ASIC or any other person or entity arising from any conduct described in this undertaking.


- 23. Cash Now and Mr Falting acknowledge that ASIC's acceptance of this undertaking does not affect ASIC's power to investigate, conduct surveillance or pursue a criminal prosecution or its power to lay charges or seek a pecuniary civil order in relation to any or all of the conduct described in this undertaking or any contravention arising from future conduct.
- 24. Cash Now and Mr Falting acknowledge that this undertaking has no operative force until accepted by ASIC.

EXECUTED this 1st day of April 2006 by)
CASH NOW PTY LTD ACN 079 224 847)
 in accordance with s127 of the Corporations)
 Act 2001:

 Director

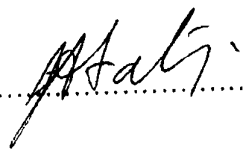
 Director/Company Secretary

EXECUTED this 12th day of April 2006 by)
JOHN ANTHONY FALTING in the)
 presence of

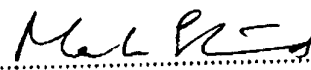


Name of Witness (BLOCK LETTERS)

ADAM STONE



Accepted by the Australian Securities & Investments Commission under the ASIC Act section 93AA by its duly authorised delegate:



Mark Steward, Deputy Executive Director, Enforcement
 Delegate of Australian Securities & Investments Commission

Dated this 12th day of April 2006