
**SOCKET COMMUNICATIONS, INC.
401(k) PLAN**

**Financial Statements
December 31, 2002**

Table of Contents

| | <u>Page</u> |
|---|-------------|
| Independent Accountants' Report | 1 |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits | 2 |
| Statement of Changes in Net Assets Available for Benefits | 3 |
| Notes to Financial Statements | 4 |

INDEPENDENT ACCOUNTANTS' REPORT

**To the Participants and
Plan Administrator of the
Socket Communications, Inc.
401(k) Plan**

We have audited the financial statements of the Socket Communications, Inc. 401(k) Plan (the Plan) as of December 31, 2002 and 2001, and for the year ended December 31, 2002, as listed in the accompanying table of contents. These

financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan's management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2002 and 2001, and the changes in net assets available for benefits for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

MOHLER, NIXON & WILLIAMS
Accountancy Corporation

Campbell, California
June 12, 2003

**SOCKET COMMUNICATIONS, INC.
401(k) PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, | |
|--|----------------------------|--------------------------|
| | <u>2002</u> | <u>2001</u> |
| Assets: | | |
| Investments, at fair value | \$ 1,058,727 | \$ 924,834 |
| Participant loans | <u>5,750</u> | <u>--</u> |
| Assets held for investment purposes | 1,064,477 | 924,834 |
| Other receivables | <u>1,600</u> | <u>26</u> |
| Net assets available for benefits | <u>\$ 1,066,077</u> | <u>\$ 924,860</u> |

See notes to financial statements

SOCKET COMMUNICATIONS, INC.
401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2002

| | |
|---|---------------------|
| Additions to net assets attributed to: | |
| Investment income: | |
| Dividends and interest | \$ 10,125 |
| Net realized and unrealized depreciation in fair value of investments | <u>(266,836)</u> |
| | (256,711) |
| Contributions: | |
| Participants' | <u>270,034</u> |
| Total additions | <u>13,323</u> |
| Deductions from net assets attributed to: | |
| Withdrawals and distributions | <u>46,424</u> |
| Net decrease prior to transfer | (33,101) |
| Transfer of assets: | |
| To the Plan | <u>174,318</u> |
| Net increase in net assets | 141,217 |
| Net assets available for benefits: | |
| Beginning of year | 924,860 |
| End of year | \$ 1,066,077 |

See notes to financial statements.

SOCKET COMMUNICATIONS, INC.
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2002

NOTE 1 - THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General - The following description of the Socket Communications, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan that was established in 1996 by Socket Communications, Inc. (the Company) to provide benefits to eligible employees, as defined in the Plan document. The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Effective January 1, 2002, the Plan document was amended to incorporate certain provisions from the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRRA) and GUST amendments.

During 2000, the Company purchased 3rd Rail Engineering, Inc. The Company maintained the 3rd Rail Engineering, Inc. 401(k) Plan as a separate plan until 2002 when the Company merged the 3rd Rail Engineering, Inc. 401(k) Plan into the Plan.

Administration - Under the terms of the Plan, a group of designated officers of the Company act as the trustee. The Company has appointed an Administrative Committee (the Committee) to manage the operation and administration of the Plan. The Company has contracted with a third-party administrator to process and maintain the records of participant data and U.S. Bancorp Piper Jaffray (Piper Jaffray) to act as the custodian. Substantially all expenses incurred for administering the Plan are paid by the Company.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of accounting - The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investments - Investments of the Plan are held by Piper Jaffray and invested based solely upon instructions received from participants. The Company's common stock is also an investment option.

The Plan's investments in mutual funds and company common stock are valued at fair value as of the last day of the Plan year, as measured by quoted market prices. Participant loans are valued at cost, which approximates fair value.

Income taxes - The Plan has adopted a prototype plan that has received an opinion letter from the Internal Revenue Service. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Internal Revenue Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

Risks and uncertainties - The Plan provides for various investment options in any combination of investment securities offered by the Plan. In addition, Company common stock is included in the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term would materially affect participants' account balances and the amounts reported in the

statements of net assets available for benefits and the statement of changes in net assets available for benefits.

NOTE 2 - PARTICIPATION AND BENEFITS

Participant contributions - Participants may elect to have the Company contribute up to 20% of their eligible pre-tax compensation not to exceed the amount allowable under current income tax regulations. Participants who elect to have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Contributions withheld are invested in accordance with the participant's direction.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

Employer contributions - The Company is allowed to make qualified non-elective matching contributions as defined in the Plan. No qualified non-elective matching contribution has been made for the year ended December 31, 2002.

Vesting - Participants are fully vested in their account at all times.

Participant accounts - Each participant's account is credited with the participant's contribution, Plan earnings or losses and an allocation of the Company's contribution, if any. Allocation of the Company's contribution is based on eligible employee compensation, as defined in the Plan.

Payment of benefits - Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount, installments, employer securities or other marketable securities equal to the value of the participant's account. The Plan allows for the automatic lump sum distribution of participant account balances that do not exceed \$5,000.

Loans to participants - The Plan allows participants to borrow up to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the participant's account balance. Such loans bear interest at the available market financing rates and must be repaid to the Plan within a five-year period, unless the loan is used for the purchase of a principal residence in which case the maximum repayment period may be longer. The specific terms and conditions of such loans are established by the Plan administrator. Outstanding loans at December 31, 2002 carry an interest rate of 4.75%.

NOTE 3 - PLAN MERGER/TRANSFER

In conjunction with the acquisition of 3rd Rail Engineering, Inc. by the Company, assets totaling approximately \$174,000 were transferred from the 3rd Rail Engineering, Inc. 401(k) Plan into the Plan during 2002.

NOTE 4 - INVESTMENTS

The following table presents the fair values of investments and investment funds that include 5% or more of the Plan's net assets at December 31:

| | <u>2002</u> | <u>2001</u> |
|--------------------------------|-------------|-------------|
| | | |
| Alliance Premier Growth Fund | \$ 145,785 | \$ 135,163 |
| Lord Abbett Mid Cap Value Fund | 180,812 | |

Edgar Filing: SOCKET COMMUNICATIONS INC - Form 11-K

| | | |
|---|---------------------|------------------|
| MFS Ser TR V Total Return Fund | 76,773 | |
| PIMCO Total Return Fund | 65,772 | |
| Vanguard 500 Index Fund | 117,711 | |
| First American Prime Obligations Fund | 273,682 | 248,166 |
| First American Income Equity Index | | 81,726 |
| Putnam George Fund | | 51,365 |
| Putnam New Opportunities Fund | | 166,119 |
| Socket Communications Common Stock Fund | 112,333 | 200,986 |
| Other Funds individually less than 5% of net assets | <u>91,609</u> | <u>41,309</u> |
| | | |
| &nbsp; &nbsp; &nbsp; &nbsp; &nbsp; &nbsp; &nbsp; &nbsp; &nbsp; Assets held for investment purposes | \$ 1,064,477 | \$924,834 |

6

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows for the year ended December 31, 2002:

| | |
|---|---------------------|
| Common stock | (\$ 131,571) |
| Mutual funds | <u>(135,265)</u> |
| &nbsp; &nbsp; &nbsp; &nbsp; &nbsp; Total | (\$ 266,836) |

NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS

As allowed by the Plan, participants may elect to invest a portion of their account in the common stock of the Company. Aggregate investment in Company common stock at December 31, 2002 and 2001 was as follows:

| <u>Date</u> | <u>Number of shares</u> | <u>Fair value</u> |
|-------------|-------------------------|-------------------|
| 2002 | 156,018 | \$112,333 |
| 2001 | 119,635 | \$200,986 |

NOTE 6 - PLAN TERMINATION OR MODIFICATION

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA.

7

SIGNATURES

The Plan. Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

SOCKET COMMUNICATIONS, INC.

Registrant

Date: June 27, 2003

 Kevin J. Mills
 President and Chief Executive Officer

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|---------------|
| <u>/s/ Kevin Mills</u> Kevin Mills | President and Chief Executive Officer (Principal Executive Officer) | June 27, 2003 |
| <u>/s/ Charlie Bass</u> Charlie Bass | Chairman of the Board | June 27, 2003 |
| <u>/s/ David W. Dunlap</u> David W. Dunlap | Vice President of Finance and Administration and Chief Financial Officer (Principal Financial and Accounting Officer) | June 27, 2003 |
| <u>/s/ Michael Gifford</u> Michael Gifford | Executive Vice President and Director | June 27, 2003 |
| <u>/s/ Enzo Torresi</u> Enzo Torresi | Director | June 27, 2003 |
| <u>/s/ Gianluca Rattazzi</u> Gianluca Rattazzi | Director | June 27, 2003 |
| <u>/s/ Peter Sealey</u> Peter Sealey | Director | June 27, 2003 |
| <u>/s/ Leon Malmed</u> Leon Malmed | Director | June 27, 2003 |

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of the Socket Communications, Inc. 401(K) Plan (the "Plan") on Form 11-K as of December 31, 2002 and 2001, for the period ended December 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David W. Dunlap, Trustee, certify, pursuant to 18 U.S.C. § 1350, as

adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

By: /s/ David W.

Dunlap

Name: David W.

Dunlap

Title: Vice

President of Finance

and

Administrattion

and Chief Financial

Officer

(Principal Financial

Officer)

Date: June 27, 2003

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-106502) of Socket Communications, Inc. of our report dated June 12, 2003, relating to our audits of financial statements which is filed with the Securities and Exchange Commission of the Socket Communications, Inc. 401(k) Plan as of December 31, 2002 and 2001, and for the year ended December 31, 2002, which report is included in this Annual Report on Form 11-K.

By /s/ Mohler, Nixon & Williams

MOHLER, NIXON & WILLIAMS

Accountancy Corporation

Campbell, California

June 27, 2003

