

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 340(1) – Order**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this order under subsection 340(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This order is ASIC Order 12-1243.

Commencement

3. This order commences on 17 October 2012.

Order

4. ASIC relieves Ansett Australia Limited (subject to deed of company arrangement) ACN 004 209 410 (*AAL*) from Part 2M.3 of the Act for the financial years ending 30 June 2012, 30 June 2013 and 30 June 2014.

Conditions

5. The deed administrators must do all of the following:
 - (a) maintain arrangements for answering enquiries from members of AAL about the external administration of AAL;
 - (b) by the following day or within the following periods (as applicable):
 - (i) for the period 1 January 2007 and ending on 31 December 2009—by 22 October 2012;
 - (ii) for the period 1 January 2010 and ending on 30 June 2012—by 9 November 2012;
 - (iii) for each subsequent 6-month period during which the deed administrators are the deed administrators—within one month after the end of the period;submit to ASIC an account that:
 - (iv) is verified by a written statement;
 - (v) shows the receipts and payments information for the relevant period; and
 - (vi) in the case of the second or subsequent account of the kind mentioned in sub-subparagraph (iii)—also shows the aggregate amount of

receipts and payments information during all preceding 6-month periods since the commencement of the deed of company arrangement;

- (c) within 2 business days of submitting to ASIC an account referred to in subparagraph (b), make the account available on a website that is maintained by or on behalf of the deed administrators for AAL in a way that is readily accessible from the website; and
- (d) within 2 business days of commencement of this order or of any subsequent order that amends this order, make the order available on the same website, and in the same way, referred to in subparagraph (c).

Where this order ceases to apply

- 6. This order ceases to apply on the date that is the earlier of:
 - (a) 16 October 2014; or
 - (b) the date of the termination of the deed of company arrangement of AAL.
- 7. This order also ceases to apply if a condition specified in paragraph 5 is not complied with and, in such a case, it ceases to apply from the date of non-compliance.

Interpretation

- 8. In this order:

deed administrator has the meaning given by paragraph (b) of the definition of *administrator* in section 9 of the Act.

deed of company arrangement means the deed of company arrangement in respect of AAL, executed and dated 2 May 2002 (and varied on 31 August 2006), appointing Mark Anthony Korda and Mark Francis Mentha as deed administrators.

receipts and payments information means:

- (a) in relation to the account covering the period beginning on 1 January 2007 and ending on 31 December 2009—the information substantially in the form provided to ASIC on 16 October 2012;
- (b) in relation to the account covering the period beginning on 1 January 2010 and ending on 30 June 2012—the information substantially in the form specified in sections 2 to 5 (inclusive) of ASIC Form 524 *Presentation of accounts and statement* that the deed administrators would have been required to lodge with ASIC under section 445J of the Act had that section applied to the deed administrators in relation to AAL;

- (c) in relation to the accounts covering each 6 month period thereafter, the information specified in sections 2 to 5 (inclusive) of ASIC Form 524 *Presentation of accounts and statement* that the deed administrators would have been required to lodge with ASIC under section 445J of the Act had that section applied to the deed administrators in relation to AAL.

verified by a written statement, in relation to an account, means a verification by the deed administrators in writing on the terms specified in section 7 of ASIC Form 524 *Presentation of accounts and statement*.

Dated this 17th day of October 2012



Signed by Pamela Smith

as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 250PAB(4) – Exemption order**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this order under subsection 250PAB(4) of the *Corporations Act 2001* (the *Act*).

Title

2. This exemption order is ASIC Order 12-1240.

Commencement

3. This exemption order commences on 17 October 2012.

Exemption order

4. ASIC provides exemption to:

Ansett Aircraft Finance Limited ACN 008 643 276
Ansett Australia and New Zealand Engineering Services
Limited ACN 089 520 696
Ansett Australia Holdings Limited ACN 004 216 291
Ansett Equipment Finance Limited ACN 006 827 989
Ansett Finance Limited ACN 006 555 166
Ansett Holdings Limited ACN 065 117 535
Ansett International Limited ACN 060 622 460
Eastwest Airlines (Operations) Limited ACN 000 259 469
Eastwest Airlines Limited ACN 000 063 972
Northern Airlines Limited ACN 009 607 069
ANST Westsky Aviation Limited ACN 004 444 866
Westintech Limited ACN 009 084 039 and
Wridgways Holdings Limited ACN 004 449 085
(all subject to deed of company arrangement) (the *companies*)

from the obligation to hold an annual general meeting (*AGM*) under section 250N of the Act:

- (a) at least once in each calendar year ending 31 December 2012 and 31 December 2013; and
- (b) within 5 months after the end of each financial year ending 30 June 2012 and 30 June 2013.

Conditions

5. This exemption order applies only for so long as the deed administrators on behalf of each of the companies maintain arrangements for answering, free of charge, reasonable enquiries from its members about the consequences of the external administration.
6. Within 3 months of the termination of the deed of company arrangement of the relevant company, as the case may be, that company must hold an AGM.
7. Within 2 business days of commencement of this order or of any subsequent order that amends this order, make the order available on a website that is maintained by or on behalf of the deed administrators for the companies in a way that is readily accessible from the website.

Where this order ceases to apply

8. This exemption order ceases to apply on the date that is the earlier of:
 - (a) 31 December 2013; or
 - (b) 3 months after the date of the termination of the deed of company arrangement of the relevant company, as the case may be.

Interpretation

In this instrument:

deed administrator has the meaning given by paragraph (b) of the definition of **administrator** in section 9 of the Act.

deed of company arrangement means the deed of company arrangement in respect of each of the companies executed and dated 2 May 2002 (and varied on 31 August 2006), appointing Mark Anthony Korda and Mark Francis Mentha as deed administrators.

Dated this 17th day of October 2012



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Signed by Pamela Smith
as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 250PAB(4) – Exemption order**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this order under subsection 250PAB (4) of the *Corporations Act 2001* (the *Act*).

Title

2. This exemption order is ASIC Order 12-1241.

Commencement

3. This exemption order commences on 17 October 2012.

Exemption order

4. ASIC provides exemption to Ansett Australia Limited (subject to deed of company arrangement) ACN 004 209 410 (*AAL*) from the obligation to hold an annual general meeting (*AGM*) under section 250N of the Act:
 - (a) at least once in each calendar year ending 31 December 2012, 31 December 2013 and 31 December 2014; and
 - (b) within 5 months after the end of each financial year ending 30 June 2012, 30 June 2013 and 30 June 2014.

Conditions

5. This exemption order applies only for so long as AAL maintains arrangements for answering, free of charge, reasonable enquiries from its members about the consequences of the external administration.
6. Within 3 months of the termination of the deed of company arrangement, AAL must hold an AGM.
7. Within 2 business days of commencement of this order or of any subsequent order that amends this order, make the order available on a website that is maintained by or on behalf of the deed administrators for AAL in a way that is readily accessible from the website.

Where this order ceases to apply

8. This exemption order ceases to apply on the date that is the earlier of:
 - (a) 31 December 2014; or
 - (b) 3 months after the date of the termination of the deed of company arrangement.

Interpretation

In this instrument:

deed administrator has the meaning given by paragraph (b) of the definition of *administrator* in section 9 of the Act.

deed of company arrangement means the deed of company arrangement in respect of AAL executed and dated 2 May 2002 (and varied on 31 August 2006), appointing Mark Anthony Korda and Mark Francis Mentha as deed administrators.

Dated this 17th day of October 2012



.....
Signed by Pamela Smith

as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 340(1) – Order**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this order under subsection 340(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This order is ASIC Order 12-1242.

Commencement

3. This order commences on 17 October 2012.

Order

4. ASIC relieves:

Ansett Aircraft Finance Limited ACN 008 643 276
Ansett Australia and New Zealand Engineering Services
Limited ACN 089 520 696
Ansett Australia Holdings Limited ACN 004 216 291
Ansett Equipment Finance Limited ACN 006 827 989
Ansett Finance Limited ACN 006 555 166
Ansett Holdings Limited ACN 065 117 535
Ansett International Limited ACN 060 622 460
Eastwest Airlines (Operations) Limited ACN 000 259 469
Eastwest Airlines Limited ACN 000 063 972
Northern Airlines Limited ACN 009 607 069
ANST Westsky Aviation Limited ACN 004 444 866
Westintech Limited ACN 009 084 039 and
Wridgways Holdings Limited ACN 004 449 085
(all subject to deed of company arrangement) (the *companies*)

from Part 2M.3 of the Act for the financial years ending 30 June 2012 and 30 June 2013 in relation to all reports for the financial years that the companies are required to prepare in accordance with Part 2M.3 of the Act.

Conditions

5. This order applies only for so long as the deed administrators of each of the companies maintain arrangements for answering, free of charge, reasonable enquiries from its members about the consequences of the external administration of each of the companies.

6. Within 2 business days of commencement of this order or of any subsequent order that amends this order, make the order available on a website that is maintained by or on behalf of the deed administrators for the companies in a way that is readily accessible from the website

Where this order ceases to apply

7. This order ceases to apply on the date that is the earlier of:
 - (a) 31 October 2013; or
 - (b) the date of the termination of the deed of company arrangement of the relevant company, as the case may be.

Interpretation:

In this instrument:

deed administrator has the meaning given by paragraph (b) of the definition of *administrator* in section 9 of the Act.

deed of company arrangement means the deed of company arrangement in respect of each of the companies executed and dated 2 May 2002 (and varied on 31 August 2006), appointing Mark Anthony Korda and Mark Francis Mentha as deed administrators.

Dated: 17th day of October 2012



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Signed by Pamela Smith

as a delegate of the Australian Securities and Investments Commission

22 October 2012

Introduction

As part of the ongoing financial reporting compliance program undertaken by ASIC, this update provides a link from the tenth report to creditors of the Ansett Group issued on 12 April 2010 to the continuing disclosure arrangements agreed with ASIC for the administrations.

The Ansett Group of Companies applied for and was granted relief for an initial period of the administration. The Ansett Group then did not apply for relief on the expiration of the initial relief and ASIC is unable to provide retrospective relief. ASIC considers that had KordaMentha applied for relief from reporting by the Ansett Group it would be likely that relief would have been granted, in accordance with Regulatory Guide 174: Externally administered companies: Financial reporting and AGMs.

Included in this update is a summary of the tenth report to creditors which reported on the administrations to 31 December 2009. The tenth report was the last of the substantial reports issued to creditors as a result of the significant decrease in the size of the administrations at that point.

This update will be the commencement of the continuing reporting that will be undertaken on a six monthly basis from 1 January 2010 to the completion of the administrations by voluntary agreement with ASIC and KordaMentha.

All documents referred to in this update are available on the website www.ansett.com.au

Financial reporting

Cashflow (cumulative)

On a cumulative basis, the cashflows of the administration to each year end were as follows:

Cashflow (cumulative)	7 th Report 31 Dec 2006 \$m	8 th Report 31 Dec 2007 \$m	9 th Report 31 Dec 2008 \$m	10 th Report 31 Dec 2009 \$m
Asset realisations	910.9	932.6	974.4	987.7
Less: Administration expenses (including net trade expenses)	(194.8)	(198.6)	(200.7)	(202.5)
Less: Administrators remuneration	(55.4)	(57.3)	(58.7)	(59.7)
Less: Dividends paid	(628.4)	(658.3)	(705.1)	(719.5)
Closing cash at bank	32.3	18.4	9.9	6.0

Overall as at 31 December 2009, we expected the net realisations to be \$728.0 million:

Estimated realisations	7th Report 31 Dec 2006 \$m	8th Report 31 Dec 2007 \$m	9th Report 31 Dec 2008 \$m	10th Report 31 Dec 2009 \$m
Cash at Bank	32.3	18.4	9.9	6.0
Proceeds from Asset Sales used for distributions	628.4	658.3	705.1	719.5
Assets still to be realised	27.1	44.5	15.5	7.1
Costs to complete	(10.0)	(5.9)	(3.6)	(3.3)
Administrators remuneration	(2.5)	(2.1)	(1.8)	(1.3)
Contingency reserve	(9.7)	(5.7)	(6.0)	-
Total before remaining aircraft realisations	665.6	707.5	719.1	728.0
Aircraft still to be realised	4.4	2.5	0.9	-
Total realisations	670.0	710.0	720.0	728.0

Estimated dividends

We expected the \$728.0 million to be distributed as follows:

Estimated dividends	31 Dec 2006 \$m	31 Dec 2007 \$m	31 Dec 2008 \$m	31 Dec 2009 \$m
Dividends to date				
Employees	282.9	300.0	327.4	335.9
SEES	322.7	334.0	351.7	357.1
Unsecured creditors	27.0	27.0	27.0	27.0
	632.6	661.0	706.1	720.0
Amounts to be distributed				
Employees	21.8	29.8	8.5	4.9
SEES	15.6	19.2	5.4	3.1
Unsecured creditors	-	-	-	-
	37.4	49.0	13.9	8.0
Total dividends				
Employees	304.7	329.8	335.9	340.8
SEES	338.3	353.2	357.1	360.2
Unsecured creditors	27.0	27.0	27.0	27.0
	670.0	710.0	720.0	728.0

* Extract from tenth report to creditors

As at 31 December 2009, employees had received \$718.2 million of the total employee entitlements of \$758.0 million. Details are provided in Appendix One. The Commonwealth Government had received \$357.1 million of the \$382.4 million of its total advances at 31 December 2009.

Since 31 December 2009, two further dividends have been paid being:

- the thirteenth dividend of \$6.5 million being \$4.0 million to former Ansett employees and \$2.5 million to the Commonwealth
- the fourteenth dividend of \$8.7 million being \$5.3 million to former Ansett employees and \$3.4 million to the Commonwealth

The total of the two dividends of \$15.2 million is greater than the estimate of \$8.0 million set out in the tenth report and was primarily due to greater than expected realisations. These receipts and payments will be documented in the six monthly reporting from 1 January 2010 forward.

To date, the total paid to former employees is \$727.5 million. This represents approximately 96 cents in the dollar of entitlements. The Commonwealth has received \$363.0 million of the \$382.4 million previously advanced.

We also note as set out above there was a dividend of \$27.0 million paid to various Ansett Aviation Equipment Pty Ltd (ACN 008 559 733) (subject to Deed of Company Arrangement) ('AAE') creditors under the AAE Pooling Compromise Deed during 2006 and as set out in the seventh report to creditors.

Cash at bank

As set out in the tenth report, there was \$6.0 million in the bank on 31 December 2009. This amount included a provision for \$0.5 million being held in trust for continuing employees and unclaimed dividends.

The distribution of these funds will be documented in the six monthly reporting from 1 January 2010 forward.

Creditors

The creditor database lists 33,922 unsecured creditors (excluding frequent flyer claims and priority creditors) of the Ansett Group who are recorded as being owed, or claiming to be owed (in total) in excess of \$7.55 billion. Some of the related party creditor relationships and complexities are demonstrated in the diagram at Appendix Two to this update.

The creditors include:

- 182 related party unsecured creditors with claims totalling approximately \$2.95 billion; and
- 33,740 other unsecured creditors with claims totalling approximately \$4.6 billion.

Priority Creditors

The creditor database also lists 13,221 former employees of the Ansett Group who were recorded as originally being owed entitlements of \$758.0 million.

To date, the employees have received \$727.5 million. There are currently 9,492 former employees owed \$30.5 million. It is currently estimated there will be no further payments to these employees.

The Commonwealth advanced \$382.4 million and after payment of the fourteen dividends has received \$363.0 million and is therefore owed \$19.4 million.

Future reporting

By 22 October 2012, the administrators will upload to the website www.ansett.com.au the following:

- one report covering the 30 months (five 6 month periods) from 1 January 2010 to 30 June 2012
- the reporting exemptions provided to the Ansett group of companies by ASIC

The statement released by ASIC in relation to this issue is available at:

[http://www.asic.gov.au/asic/pdflib.nsf/LookupByFileName/info163-published-12-9-2012.pdf/\\$file/info163-published-12-9-2012.pdf](http://www.asic.gov.au/asic/pdflib.nsf/LookupByFileName/info163-published-12-9-2012.pdf/$file/info163-published-12-9-2012.pdf)

If you have any queries in relation to the above, please contact Sebastian Hams on (03) 8623 3323 or Mark Korda on (03) 8623 3344.



Mark Korda
Joint Deed Administrator



Mark Mentha
Joint Deed Administrator

Appendix One

Payments to former employees

The following table sets out the dividends paid and expected to be paid to the total group of former employees as at 31 December 2009.

		Time	Total owed to employees \$m
Total outstanding			
Includes Estimated Future Amounts Owed to Government			758.0
First dividend			
SEES funded - 100% of unpaid wages, annual leave, long service leave, time in lieu, pay in lieu of notice and redundancy up to 8 weeks		When employee became redundant	(382.4)
Administrator funded - 100% of unpaid wages, annual leave, long service leave, time in lieu, pay in lieu of notice and redundancy up to 8 weeks			(13.9)
			361.7
Special dividend - amounts varied between employees		10-Dec-03	(67.0)
			294.7
Second dividend - calculated as % of balance owed	27.5%	10-Dec-03	(80.3)
			214.4
Third dividend - calculated as % of balance owed	7.5%	15-Dec-04	(16.1)
			198.3
Fourth dividend - calculated as % of balance owed	12.5%	12-Dec-05	(25.0)
			173.3
Fifth dividend - calculated as % of balance owed	10.0%	27-Apr-06	(17.3)
			156.0
Sixth dividend - calculated as % of balance owed	30.0%	7-Sept-06	(46.9)
			109.1
Seventh dividend - calculated as % of balance owed	15.0%	14-Dec-06	(16.2)
			92.9
Eighth dividend - calculated as % of balance owed	10.0%	19 Jul-07	(9.3)
			83.6
Ninth dividend - calculated as % of balance owed	10.0%	13-Dec-07	(8.4)
			75.2
Tenth dividend - calculated as % of balance owed	20.0%	19 Apr-08	(15.0)
			60.2
Eleventh dividend - calculated as % of balance owed	20.0%	11-Dec-08	(12.0)
			48.2
Twelfth dividend - calculated as % of balance owed	17.5%	10-Dec-09	(8.4)
Balance now outstanding			39.8
Future dividends estimated	12%		(4.9)
Estimated shortfall			34.9
Total amount estimated to be distributed			723.1

* Extract from tenth report to creditors