

IN THE FEDERAL COURT OF AUSTRALIA
VICTORIAN DISTRICT REGISTRY

V15621
No. V of 2005

IN THE MATTER OF:

ANSETT AUSTRALIA LIMITED (ACN 004 209 410) & ORS (in accordance with the
Schedule attached) (all subject to Deeds of Company Arrangement)

and

MARK ANTHONY KORDA and MARK FRANCIS XAVIER MENTHA (as Deed
Administrators)

Plaintiffs

ORIGINATING PROCESS

A. DETAILS OF APPLICATION

This application is made under sections 447D and 447A of the *Corporations Act 2001*,
and the inherent jurisdiction of the Court.

On the facts stated in the supporting affidavit of Mark Anthony Korda, each of the
plaintiff Deed Administrators ("**Deed Administrators**"), in his capacity as Deed
Administrator of each of the plaintiff companies ("**Companies**"), seek the following
orders and directions:

- 1 Directions as to the course the Deed Administrators ought to follow in
connection with the Ansett Group Administrations and, in particular, the
proposed pooling of the Ansett Group assets and liabilities into a single entity.
- 2 Such further or other orders as the Court deems fit.
- 3 That the costs of the plaintiffs of and incidental to this application be costs in the
Administrations of the Companies.



Filed on behalf of the Plaintiffs

ARNOLD BLOCH LEIBLER
Lawyers and Advisers
Level 21, 333 Collins Street
MELBOURNE VIC 3000

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Reference: AWK:01-1349951
(Alex King)

DATE: 21 June 2005

Arnold Bloch Leibler

ARNOLD BLOCH LEIBLER

Solicitors for the plaintiff

This application will be heard by the Federal Court of Australia, 305 William Street,
Melbourne at 10.15 on 19 July 2005.

B. NOTICE TO DEFENDANT

Not Applicable

C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY

Not applicable.

D. FILING

Date of filing: 21 June 2005

[Signature]

An officer acting with the authority of the

DISTRICT REGISTRAR

This originating process is filed by Arnold Bloch Leibler of Level 21, 333 Collins Street,
Melbourne, VIC, 3000, solicitors for the plaintiff.



E. SERVICE

The plaintiff's address for service is C/- Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC, 3000.

It is intended to serve a copy of this originating process on key stakeholders including Priority Creditors' representatives, the Commonwealth Government through the Department of Employment and Workplace Relations, the Committee of Creditors and other interested parties.



SCHEDULE of ANSETT GROUP COMPANIES

	ACN
1. 501 Swanston Street Pty Ltd (Subject to Deed of Company Arrangement)	005 477 618
2. Airport Terminals Pty Ltd (Subject to Deed of Company Arrangement)	053 976 444
3. Aldong Services Pty Ltd (Subject to Deed of Company Arrangement)	000 258 113
4. Ansett Aircraft Finance Limited (Subject to Deed of Company Arrangement)	008 643 276
5. Ansett Australia and Air New Zealand Engineering Services Limited (Subject to Deed of Company Arrangement)	089 520 696
6. Ansett Australia Holdings Limited (Subject to Deed of Company Arrangement)	004 216 291
7. Ansett Australia Limited (Subject to Deed of Company Arrangement)	004 209 410
8. Ansett Aviation Equipment Pty Ltd (Subject to Deed of Company Arrangement)	008 559 733
9. Ansett Carts Pty Ltd (Subject to Deed of Company Arrangement)	005 181 215
10. Ansett Equipment Finance Limited (Subject to Deed of Company Arrangement)	006 827 989
11. Ansett Finance Limited (Subject to Deed of Company Arrangement)	008 555 166
12. Ansett Holdings Limited (Subject to Deed of Company Arrangement)	065 181 643
13. Ansett International Limited (Subject to Deed of Company Arrangement)	060 622 460
14. Bodas Pty Ltd (Subject to Deed of Company Arrangement)	002 158 741
15. Brazson Pty Ltd (Subject to Deed of Company Arrangement)	055 259 008
16. Eastwest Airlines (Operations) Limited (Subject to Deed of Company Arrangement)	000 259 469
17. Eastwest Airlines Limited (Subject to Deed of Company Arrangement)	000 063 972
18. Anst Lednek Airlines (Aust) Pty Ltd (formerly Kendall Airlines (Aust) Pty Ltd) (Subject to Deed of Company Arrangement)	000 579 680
19. Morael Pty Ltd (Subject to Deed of Company Arrangement)	003 286 440
20. Northern Airlines Limited (Subject to Deed of Company Arrangement)	009 607 069



21.	Northern Territory Aerial Work Pty Ltd (Subject to Deed of Company Arrangement)	009 611 321
22.	Rock-It-Cargo (Aust) Pty Ltd (Subject to Deed of Company Arrangement)	003 004 126
23.	ANST Show Pty Ltd (Formerly Show Group Pty Ltd) (Subject to Deed of Company Arrangement)	002 968 989
24.	ANST Westsky Aviation Limited (Formerly Skywest Aviation Limited) (Subject to Deed of Company Arrangement)	004 444 866
25.	ANST Westsky Holdings Pty Ltd (Formerly Skywest Holdings Pty Ltd) (Subject to Deed of Company Arrangement)	008 905 646
26.	ANST Westsky Jet Charter Pty Ltd (Formerly Skywest Jet Charter Pty Ltd) (Subject to Deed of Company Arrangement)	008 800 155
27.	South Centre Maintenance Pty Ltd (Subject to Deed of Company Arrangement)	007 286 660
28.	Spaca Pty Ltd (Subject to Deed of Company Arrangement)	006 773 593
29.	Traveland International (Aust) Pty Ltd (Subject to Deed of Company Arrangement)	000 275 936
30.	ANST Travel International Pty Ltd (Formerly Traveland International Pty Ltd) (Subject to Deed of Company Arrangement)	000 598 452
31.	Traveland New Staff Pty Ltd (Subject to Deed of Company Arrangement)	080 739 037
32.	ANST Travel Pty Ltd (Formerly Traveland Pty Ltd) (Subject to Deed of Company Arrangement)	000 270 946
33.	Walgali Pty Ltd (Subject to Deed of Company Arrangement)	055 258 946
34.	Westintech Limited (Subject to Deed of Company Arrangement)	009 084 039
35.	Westintech Nominees Pty Ltd (Subject to Deed of Company Arrangement)	009 302 850
36.	Whitsunday Affairs Pty Ltd (Subject to Deed of Company Arrangement)	009 694 553
37.	Whitsunday Harbour Pty Ltd (Subject to Deed of Company Arrangement)	010 375 470
38.	Wridgways Holdings Limited (Subject to Deed of Company Arrangement)	004 449 085
39.	Wridgways (Vic) Pty Ltd (Subject to Deed of Company Arrangement)	004 153 413

