

IN THE FEDERAL COURT OF AUSTRALIA
DISTRICT REGISTRY

No. V621 of 2005

IN THE MATTER OF ANSETT AUSTRALIA LIMITED
(ACN 004 209 410) & ORS (in accordance with the
Schedule attached) (All Subject to a Deed of
Company Arrangement)

and

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

CERTIFICATE IDENTIFYING EXHIBIT

This is the exhibit marked "**MAK-50**" produced and shown to **MARK ANTHONY KORDA** at the time of swearing his affidavit dated 12 September 2005.

Before me:

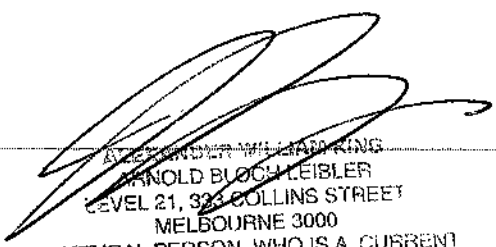

ALEXANDER WILHELM KING
ARNOLD BLOCH LEIBLER
LEVEL 21, 323 COLLINS STREET
MELBOURNE 3000
A NATURAL PERSON WHO IS A CURRENT
PRACTITIONER WITHIN THE MEANING OF
THE LEGAL PRACTICE ACT 1996

Exhibit "MAK-50"
Affidavit of Leon Zwier sworn 3 January 2002

IN THE FEDERAL COURT OF AUSTRALIA
VICTORIAN DISTRICT REGISTRY

No. V3106 of 2001

IN THE MATTER OF:

ANSETT AUSTRALIA LIMITED (A.C.N. 004 209 410) & ORS (in accordance with the
Schedule attached) (All Administrators Appointed)

And

MARK FRANCIS XAVIER MENTHA AND MARK ANTHONY KORDA (as
Administrators of the Companies)

Plaintiffs

AFFIDAVIT OF LEON ZWIER

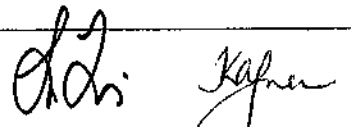
DEPONENT : Leon Zwier

SWORN : 3 January 2002

On 3rd January 2002, I **LEON ZWIER**, Solicitor of Level 21, 333 Collins Street,
Melbourne in the State of Victoria, say on oath:

1 I am a Partner of Arnold Bloch Leibler, Solicitors, in Melbourne. I have the care
and conduct of this matter on behalf of the Plaintiffs. I am authorised to make
this Affidavit on behalf of the Plaintiffs. I make this affidavit in support of the
Application of the Plaintiffs for the relief sought in this Application.

Prepared by:
ARNOLD BLOCH LEIBLER
Lawyers and Advisers
Level 21
333 Collins Street
MELBOURNE VIC 3000


Solicitor's Code: 54
DX 455 Melbourne
Tel: 9229 9999
Fax: 9229 9900
Ref: LZ:DMM:01-1213869

2 Save where I say to the contrary, the matters deposed to in this Affidavit are deposed to from my own personal knowledge of the facts. Where I depose to matters from information or belief, I believe those matters to be true.

3 I refer to my Affidavit in this proceeding sworn 27 December 2001 ("**First Affidavit**"). This Affidavit is supplementary to my First Affidavit.

THE LETTER NOTICE OPTION

4 In my First Affidavit at paragraph 22 I referred to the Letter Notice Option. This option is to place the Notice of the Second Creditors Meeting and the report to creditors, outlines of Deed of Company Arrangements and any other relevant documents ("**Notice and Accompanying Material**") on the following websites: <http://www.ansett.com.au/administrator> and <http://www.abl.com.au/administrator> ("**Ansett Websites**"), and post to each of the identified creditors a one page notice by ordinary pre-paid post advising them that a copy of the Notice and Accompanying Material can be obtained from the Ansett Websites or by calling the Ansett hotline number, together with the Ansett Advertisement (as defined in paragraph 21 of my First Affidavit).

5 At paragraph 27 of my First Affidavit I stated that although the Letter Notice Option is less costly than the Full Notice Option, the postage, labour and printing costs will still be very significant. I have now been informed by Stuart Johnson of Andersen, that Rothfield Print Management have estimated that a mail-out to 4 million creditors of a one page (double sided) notice would cost \$800,000 for processing and \$1,680,000 for postage, a total of \$2,480,000.

6 As I stated at paragraph 18 of my First Affidavit, the 4 million persons may be reduced to approximately 3 million due to the overlap between Golden Wing Members and Frequent Flyer Members, and this would reduce the estimate to approximately \$1,860,000.

7 Therefore, although the Letter Notice Option is a cheaper option than the Full Notice Option (the estimate for that option could be as high as \$28 million, see paragraph 18 of my First Affidavit), the Full Notice Option is still very costly.

THE FULL NOTICE OPTION

8 The Full Notice Option as outlined in paragraph 23 of my First Affidavit. This option involves sending each of the creditors by pre-paid post a copy of the Notice and Accompanying Material, and placing the usual advertisement in the Law Notice of the newspapers.

9 The disadvantages of the Full Notice Option is the cost of millions of dollars in printing, postage and labour (see paragraph 28 of my First Affidavit). In addition to this cost, the Administrators would require 225 million pieces of paper. This is based on sending 75 pages (double sided) to 3 million creditors (taking into account the overlap between Frequent Flyer Members and Golden Wing Members).

ADMINISTRATORS' OPTION

10 The Administrators' Option as outlined in paragraph 21 of my First Affidavit remains the Administrators' preference. The Selection Option, outlined in



paragraph 24 of my First Affidavit is the Administrators next favoured option, see paragraph 29 of my First Affidavit.

CORRECTION

- 11 The estimate for the holders of tickets which were unused as at 12 September 2001 in paragraph 16(c) of my First Affidavit should read 300,000 not 500,000, which is consistent with the estimate at paragraph 12 (d) of my First Affidavit.

ASIC



- 12 On 21 December 2001 and 27 December 2001 I caused the application and my First Affidavit to be served on Australian Securities & Investments Commission ("ASIC"). On 3 January 2002 I received from Justin Brereton of ASIC a facsimile which states:

"I refer to your Application in this matter dated 21 December 2001 ("the Application") and confirm receipt of the following documents:

- 1. Sealed copy of the Application***
- 2. Letter dated 21 December 2001, foreshadowing the Application***
- 3. Affidavit of Leon Zwier dated 27 December 2001.***

The Australian Securities and Investments Commission ("ASIC") consider the Application appropriate in the circumstances.

Further, ASIC does not intend to appear at the hearing of this application."



SWORN by LEON ZWIER at Melbourne
in the State of Victoria on 3rd January
2002

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Before me:



KIRSTEN ANN FREW

Arnold Bloch Leibler
Level 21 333 Collins Street
Melbourne VIC 3000

A natural person who is a current practitioner
within the meaning of the Legal Practice Act 1996