

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)

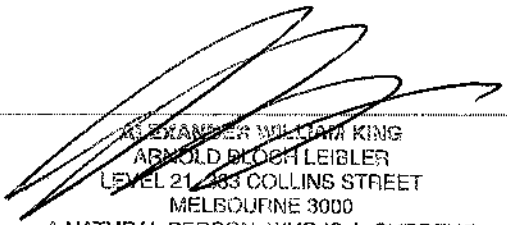
and

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

CERTIFICATE IDENTIFYING EXHIBIT

This is the exhibit marked "**MAK-8**" produced and shown to **MARK ANTHONY KORDA**
at the time of swearing his affidavit dated 12 September 2005.

Before me:



ALEXANDER WILLIAM KING
ARNOLD BLOCH LEIBLER
LEVEL 21, 483 COLLINS STREET
MELBOURNE 3000
A NATURAL PERSON WHO IS A CURRENT
PRACTITIONER WITHIN THE MEANING OF
THE LEGAL PRACTICE ACT 1996

Exhibit "MAK-8"
Second Meeting resolutions and results of poll

Resolution – Deed of Company Arrangement

Ansett



That each Ansett company shown on the screens and listed on the editor registration card execute a Deed of Company Arrangement in accordance with the outline provided with the Second Report by administrators dated 15 March 2002 with the following amendments

The DTL lessor acknowledgements in Clause 12 of the outline be deleted.

The partial release of the Administrators in Clause 28 of the outline be deleted.

The references to pooling in Clause 14 of the outline will acknowledge the Administrators obligation to the Commonwealth to propose a Pooling Deed.

4. The proof of debt process will be similar to a liquidation. Clause 15 of the outline which proposes a variation will be amended.

**Resolution – Deed of Company
Arrangement**

Ansett

The reference to limiting creditors' claims to prove for damages in Clause 19 will be deleted.

i. The Administrators will seek a direction prior to executing the Deed of Company Arrangement that any provision which is unfairly prejudicial to a class of creditors may be severed."

**Resolution – Notification Regarding
Deed of Company Arrangement**

Ansett



That the creditors of each Ansett company shown on the
screens and listed on the creditor registration card do not
require a notice to be sent to each creditor advising of the
execution of the Deed of Company Arrangement pursuant to
Section 450B of the Corporations Act provided that the
Voluntary Administrators advertise the execution of the Deed
of Company Arrangement and give notice on the
Administrators' web sites."

Issett Group Companies

Ansett



Company Name	No	Company Name	No	Company Name
501 Swanston Street Pty Ltd	14	Bodas Pty Ltd	26	Traveland International (Aust) Pty Ltd
Airport Terminals Pty Ltd	15	Brazson Pty Ltd	27	ANST Travel International Pty Ltd (Formerly Traveland International Pty Ltd)
Aldong Services Pty Ltd	16	Eastwest Airlines (Operations) Limited	28	Traveland New Staff Pty Ltd
Ansett Aircraft Finance Limited	17	Eastwest Airlines Limited	29	ANST Travel Pty Ltd (Formerly Traveland Pty Ltd)
Ansett Australia and Air New Zealand Engineering Services Limited	18	Kendell Airlines (Aust) Pty Ltd	30	Walgali Pty Ltd
Ansett Australia Holdings Limited	19	Morael Pty Ltd	31	Westintech Limited
Ansett Australia Limited	20	Northern Airlines Limited	32	Westintech Nominees Pty Ltd
Ansett Aviation Equipment Pty Ltd	21	Northern Territory Aerial Work Pty Ltd	33	Whitsunday Affairs Pty Ltd
Ansett Carts Pty Ltd	22	Rock-It-Cargo (Aust) Pty Ltd	34	Whitsunday Harbour Pty Ltd
Ansett Equipment Finance Limited	23	ANST Show Pty Ltd (Formerly Show Group Pty Ltd)	35	Wridgways Holdings Limited
Ansett Finance Limited	24	South Centre Maintenance Pty Ltd	36	Wridgways (Vic) Pty Ltd
Ansett Holdings Limited	25	Spaca Pty Ltd		
Ansett International Limited				

[back](#)**ANSETT GROUP OF COMPANIES****RESULTS OF POLL APPROVING PROPOSED DEED OF COMPANY
FROM PART 2 OF SECOND CREDITORS MEETING HELD ON 27 MARCH 2002**

ANSETT COMPANY	Value of Votes			
	For	For (%)	Against	Against (%)
1 501 Swanston Street Pty Ltd	100	100.00%	-	0.00%
2 Airport Terminals Pty Ltd	33,183,587	100.00%	-	0.00%
3 Aldong Services Pty Ltd	17,219,443	100.00%	-	0.00%
4 Ansett Aircraft Finance Ltd	539,337	100.00%	-	0.00%
5 Ansett Australia and Air New Zealand	100	100.00%	-	0.00%
6 Ansett Australia Holdings Ltd	985,841,233	99.00%	9,938,777	1.00%
7 Ansett Australia Ltd	1,548,222,564	91.64%	141,216,918	8.36%
8 Ansett Aviation Equipment Pty Ltd	17,518,458	100.00%	-	0.00%
9 Ansett Carts Pty Ltd	2,555,593	100.00%	-	0.00%
10 Ansett Equipment Finance Ltd	380,273	100.00%	-	0.00%
11 Ansett Finance Ltd	1,973,040	100.00%	-	0.00%
12 Ansett Holdings Ltd	94,652,744	60.34%	62,225,272	39.66%
13 Ansett International Ltd	318,683,556	83.30%	63,870,918	16.70%
14 Bodas Pty Ltd	60,800,311	100.00%	-	0.00%
15 Brazson Pty Ltd	100	100.00%	-	0.00%
16 Eastwest Airlines (Operations) Ltd	229,530,919	100.00%	-	0.00%
17 Eastwest Airlines Ltd	62,305,364	100.00%	-	0.00%
18 Kendell Airlines (Aust) Pty Ltd	158,338,460	99.58%	666,807	0.42%
19 Morael Pty Ltd	100	100.00%	-	0.00%
20 Northern Airlines Ltd	100	100.00%	-	0.00%
21 Northern Territory Aerial Work Pty Ltd	100	100.00%	-	0.00%
22 Rock-It-Cargo (Aust) Pty Ltd	100	100.00%	-	0.00%
23 ANST Show Pty Ltd (Formerly Show	23,867,397	99.89%	26,861	0.11%
24 South Centre Maintenance Pty Ltd	100	100.00%	-	0.00%
25 Spaca Pty Ltd	100	100.00%	-	0.00%
26 Traveland International (Aust) Pty Ltd	100	100.00%	-	0.00%
27 ANST Travel International Pty Ltd	1,500,100	100.00%	-	0.00%
28 Traveland New Staff Pty Ltd	100	100.00%	-	0.00%
29 ANST Travel Pty Ltd (Formerly	8,954,991	99.79%	19,067	0.21%
30 Walgali Pty Ltd	100	100.00%	-	0.00%
31 Westintech Ltd	100	100.00%	-	0.00%
32 Westintech Nominees Pty Ltd	100	100.00%	-	0.00%
33 Whitsunday Affairs Pty Ltd	100	100.00%	-	0.00%
34 Whitsunday Harbour Pty Ltd	11,233,038	100.00%	-	0.00%
35 Wridgways Holdings Ltd	100	100.00%	-	0.00%
36 Wridgways (VIC) Pty Ltd	115,995	100.00%	-	0.00%

ANSETT COMPANY	Number of Votes			
	For	For (%)	Against	Against (%)
1 501 Swanston Street Pty Ltd	1	100.00%	-	0.00%
2 Airport Terminals Pty Ltd	3	100.00%	-	0.00%
3 Aldong Services Pty Ltd	1	100.00%	-	0.00%

4	Ansett Aircraft Finance Ltd	3	100.00%	-	0.00%
5	Ansett Australia and Air New Zealand	1	100.00%	-	0.00%
6	Ansett Australia Holdings Ltd	26	89.66%	3	10.34%
7	Ansett Australia Ltd	7,832	97.18%	227	2.82%
8	Ansett Aviation Equipment Pty Ltd	6	100.00%	-	0.00%
9	Ansett Carts Pty Ltd	1	100.00%	-	0.00%
10	Ansett Equipment Finance Ltd	3	100.00%	-	0.00%
11	Ansett Finance Ltd	3	100.00%	-	0.00%
12	Ansett Holdings Ltd	4	80.00%	1	20.00%
13	Ansett International Ltd	6	60.00%	4	40.00%
14	Bodas Pty Ltd	2	100.00%	-	0.00%
15	Brazson Pty Ltd	1	100.00%	-	0.00%
16	Eastwest Airlines (Operations) Ltd	3	100.00%	-	0.00%
17	Eastwest Airlines Ltd	3	100.00%	-	0.00%
18	Kendell Airlines (Aust) Pty Ltd	122	94.57%	7	5.43%
19	Morael Pty Ltd	1	100.00%	-	0.00%
20	Northern Airlines Ltd	1	100.00%	-	0.00%
21	Northern Territory Aerial Work Pty Ltd	1	100.00%	-	0.00%
22	Rock-It-Cargo (Aust) Pty Ltd	1	100.00%	-	0.00%
23	ANST Show Pty Ltd (Formerly Show	31	96.88%	1	3.13%
24	South Centre Maintenance Pty Ltd	1	100.00%	-	0.00%
25	Spaca Pty Ltd	1	100.00%	-	0.00%
26	Traveland International (Aust) Pty Ltd	1	100.00%	-	0.00%
27	ANST Travel International Pty Ltd	2	100.00%	-	0.00%
28	Traveland New Staff Pty Ltd	1	100.00%	-	0.00%
29	ANST Travel Pty Ltd (Formerly	25	89.29%	3	10.71%
30	Walgali Pty Ltd	1	100.00%	-	0.00%
31	Westintech Ltd	1	100.00%	-	0.00%
32	Westintech Nominees Pty Ltd	1	100.00%	-	0.00%
33	Whitsunday Affairs Pty Ltd	1	100.00%	-	0.00%
34	Whitsunday Harbour Pty Ltd	1	100.00%	-	0.00%
35	Wridgways Holdings Ltd	1	100.00%	-	0.00%
36	Wridgways (VIC) Pty Ltd	3	100.00%	-	0.00%

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