

IN THE MATTER OF:

ANSETT AUSTRALIA LTD
(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)

Plaintiffs

AFFIDAVIT

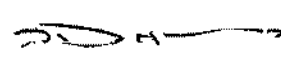
(Order 14, rule 2)

On 24 May 2006 I, **SEBASTIAN DAVID HAMS**, Chartered Accountant, of Level 24, 333 Collins Street, Melbourne in the state of Victoria **MAKE OATH AND SAY** that:

- 1 I am employed by KordaMentha, two partners of which (Mark Korda and Mark Mentha) are the Deed Administrators of the Ansett Group of Companies ("Deed Administrators"). I have assisted the Deed Administrators in the conduct of the administrations of the Ansett Group of companies and entities since October 2003. The focus of my involvement in the administrations has been the management of Ansett Group financial resources and financial reporting.
- 2 I refer to the affidavits of Mark Anthony Korda sworn 21 June 2005 ("First Korda Affidavit"), 12 September 2005 ("Second Korda Affidavit"), 30 September 2005 ("Third Korda Affidavit"), 13 October 2005 ("Fourth Korda Affidavit") and 15 May 2006 ("Fifth Korda Affidavit") and to the affidavits of Alexander William King affirmed 23 September 2005 ("First King Affidavit"), 18 October 2005 ("Second King Affidavit") and 31 March 2006 ("Third King Affidavit"), copies of which I have read.


Filed on behalf of the Plaintiffs

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


Telephone: (03) 9229 9696
Facsimile: (03) 9229 9900
Reference: AWK:01-1349951
(Alex King)

3 Except where I otherwise indicate, I make this affidavit from my own knowledge. Where
I depose to matters from information or belief, I believe those matters to be true. I am
authorised by the Deed Administrators to make this affidavit on their behalf.

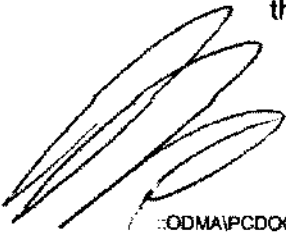
4 I make this affidavit in support of this application, in which the Deed Administrators seek
orders or directions pursuant to sections 447A and 447D of the Act and the inherent
jurisdiction of the Court as to the course the Deed Administrators ought to follow in
connection with the proposed pooling of the assets of the Ansett Group into one Ansett
Group Company (namely, AAL). In particular, I make this affidavit in connection with
the position of the Non-Asset Holding Companies (as defined in paragraph 7.2 of the
Fifth Korda Affidavit). At paragraph 14 of the Fifth Korda Affidavit, Mr Korda states
(among other things):

*"In our opinion, the creditors of the Non-Asset Holding Companies will be
unaffected by pooling in that, based on our knowledge of the Ansett Group's
affairs, we believe those creditors would receive no distribution from the
Non-Asset Holding Companies of which they are creditors in either a "pooling" or
a "no pooling" scenario. (See paragraph 208 of my Second Affidavit, as
corrected in paragraph 38(c) of my Third Affidavit.)"*

5 Having regard to paragraphs 111, 120 and 123 of the reasons for judgment in this
proceeding published 22 March 2006, I say the following in amplification of the
statement from paragraph 14 of the Fifth Korda Affidavit set out above.

6 On behalf of the Deed Administrators I have assessed the likely financial positions of
the Non-Asset Holding Companies after preliminary allocation of the Estimated
Separate Administrations Costs (as defined in paragraph 5 of the Fifth Korda Affidavit)
and preliminary allocation of the Post-Administration Charge-backs (as defined in
paragraph 19 of the Fifth Korda Affidavit). To that extent, the assumption set out in
paragraph 199(g) of the Second Korda Affidavit (that the Post-Administration
Charge-backs are not factored in, except in respect of Ansett Aviation Equipment Pty
Ltd (subject to deed of company arrangement)) is neither made nor taken into account
in relation to the following statement.

7 In my opinion, expressed on behalf of the Deed Administrators, the creditors of the Non-
Asset Holding Companies (with the possible exception of the creditors of Ansett
Holdings Limited (subject to deed of company arrangement)) will not be disadvantaged
if the Deed Administrators vote in favour of pooling at any meetings of the creditors of
those companies. In other words, in my opinion, those creditors would be unaffected by

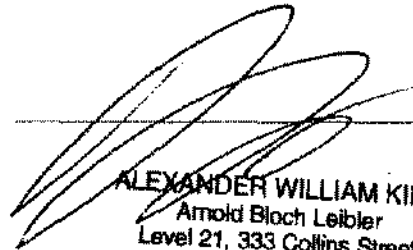


pooling in the manner proposed by the Deed Administrators.

SWORN at Melbourne in the State of Victoria)
on this 24th day of May 2006.)

) _____
S.D.H. —————>

Before me:


ALEXANDER WILLIAM KING
Arnold Bloch Leibler
Level 21, 333 Collins Street
Melbourne 3000
An Australian Legal Practitioner within the
meaning of the Legal Profession Act 2004

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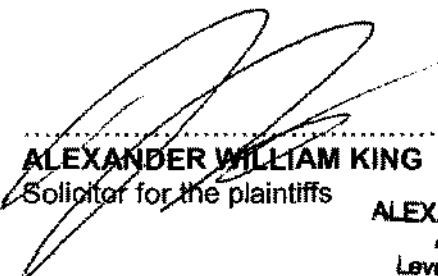
Plaintiffs

AFFIDAVIT - CERTIFICATE OF COMPLIANCE

(Order 14, rule 5A)

I, **ALEXANDER WILLIAM KING**, certify to the Court that the affidavit of **SEBASTIAN DAVID
HAMS** sworn on 24 May 2006 filed on behalf of the plaintiffs complies with Order 14, rule 2
of the Federal Court Rules.

Date: 24 May 2006


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ALEXANDER WILLIAM KING

Solicitor for the plaintiffs

Version 2

ALEXANDER WILLIAM KING
Arnold Bloch Leibler
Level 21, 333 Collins Street
Melbourne 3000

An Australian Legal Practitioner within the
meaning of the Legal Profession Act 2004

Filed on behalf of the Plaintiffs

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