

IN THE FEDERAL COURT OF AUSTRALIA
VICTORIA DISTRICT REGISTRY

VID 621 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)

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

ORDER

JUDGE: Goldberg J

DATE OF ORDER: 26 May 2006

WHERE MADE: Melbourne



THE COURT ORDERS THAT:

1. Pursuant to s447D(1) of the Act, the Court directs that at meetings of each of:
 - 1.1. 501 Swanston Street Pty Ltd (ACN 005 477 618);
 - 1.2. Airport Terminals Pty Ltd (ACN 053 976 444);

Date of Document: 26 May 2006

Filed on behalf of: The Applicants

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(Alex King)

- 1.3. Aldong Services Pty Ltd (ACN 000 258 113);
- 1.4. Ansett Aircraft Finance Limited (ACN 008 643 276);
- 1.5. Ansett Australia and Air New Zealand Engineering Services Limited (ACN 089 520 696);
- 1.6. Ansett Carts Pty Ltd (ACN 055 181 215);
- 1.7. Ansett Equipment Finance Limited (ACN 006 827 989);
- 1.8. Ansett Finance Limited (ACN 006 555 166);
- 1.9. Bodas Pty Ltd (other than in its capacity as trustee of the Westsky Trust and the Pelican Trust) (ACN 002 158 741);
- 1.10. Brazson Pty Ltd (ACN 055 259 008);
- 1.11. Eastwest Airlines (Operations) Limited (ACN 000 259 469);
- 1.12. Eastwest Airlines Limited (ACN 000 063 972);
- 1.13. Morael Pty Ltd (ACN 003 286 440);
- 1.14. Northern Airlines Limited (ACN 009 607 069);
- 1.15. Northern Territory Aerial Work Pty Ltd (ACN 009 611 321);
- 1.16. Rock-It-Cargo (Aust) Pty Ltd (ACN 003 004 126);
- 1.17. South Centre Maintenance Pty Ltd (ACN 007 286 660);
- 1.18. Spaca Pty Ltd (ACN 006 773 593);
- 1.19. ANST Travel Pty Ltd (formerly Traveland Pty Ltd) (ACN 000 240 746);
- 1.20. ANST Travel International Pty Ltd (formerly Traveland International Pty Ltd) (ACN 000 598 452);
- 1.21. Traveland International (Aust) Pty Ltd (ACN 000 275 936);
- 1.22. Traveland New Staff Pty Ltd (ACN 080 739 037);
- 1.23. Walgali Pty Ltd (ACN 055 258 921);



- 1.24. Westintech Limited (ACN 009 084 039);
- 1.25. Westintech Nominees Pty Ltd (ACN 009 302 158);
- 1.26. Whitsunday Affairs Pty Ltd (ACN 009 694 553);
- 1.27. Whitsunday Harbour Pty Ltd (ACN 010 375 470);
- 1.28. Wridgways (Vic) Pty Ltd (ACN 004 153 413);
- 1.29. Wridgways Holdings Limited(ACN 004 449 085);
- 1.30. ANST Westsky Aviation Pty Ltd (formerly Skywest Aviation Pty Ltd)
(ACN 004 444 866);
- 1.31. ANST Westsky Jet Charter Pty Ltd (formerly Skywest Jet Charter Pty
Ltd) (ACN 008 800 155);
- 1.32. ANST Westsky Holdings Pty Ltd (formerly Skywest Holdings Pty Ltd)
(ACN 008 905 646);

(all subject to deed of company arrangement (“DOCA”)), (each an
“Ansett Group Company” and together **“Ansett Group Companies”**),

called pursuant to s445F of the Act and these orders (each an **“Ansett Pooling Meeting”** and together **“Ansett Pooling Meetings”**), each of Mark Anthony Korda and Mark Francis Xavier Mentha, in his capacity as deed administrator of each Ansett Group Company (**“Deed Administrators”**) may, to the extent that each Ansett Group Company is entitled to vote as a Deed Creditor (as defined in each Ansett Group Company’s DOCA) at each Ansett Pooling Meeting, properly cause each of the Ansett Group Companies to vote in favour of resolutions substantially in the form annexed hereto and marked “A”, to vary each deed of company arrangement applying to the Ansett Group Companies.

2. Pursuant to s447D(1) of the Act, the Court directs that at the Ansett Pooling Meetings, each of the Deed Administrators may properly exercise a casting vote, as chairman of the said meetings, in favour of the resolutions referred to in order 1 of these orders.
3. Pursuant to s447A(1) of the Act, Part 5.3A of the Act is to operate in relation to each of the Ansett Group Companies as if section 445F(2) of the Act provided

that notice of each Ansett Pooling Meeting is to be given by posting on the websites:

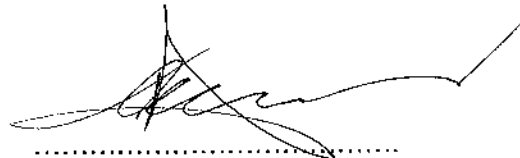
- 3.1. www.ansett.com.au;
- 3.2. www.kordamentha.com; and
- 3.3. www.abl.com.au,

notice of those meetings and causing details of the said websites and meetings to be published in a national newspaper and in each jurisdiction in which the Ansett Group carries or carried on business in a daily newspaper that circulates generally in that jurisdiction, at least five days before the meetings.

4. Costs be reserved.
5. Liberty is reserved to any party to apply for such further or other orders and directions as may be necessary to implement the terms of these orders.

Dated: ~~26 May 2006~~

-7 AUG 2006


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Judge



Annexure A

1. That, separately and independently of any other resolutions made today, and with the intention that this resolution is to remain valid and binding even if any other resolution made today fails or is found to be invalid or ineffective for whatever reason, the creditors are in favour of the pooling of [relevant Ansett Group Company's] assets into Ansett Australia Limited (ACN 004 209 410) (subject to deed of company arrangement) ("AAL") and the administrators are authorised to take whatever steps they regard as appropriate to effect that pooling.
2. That the deed of company arrangement be varied in the manner set out in the document titled "Proposed Amendments to [relevant Ansett Group Company's] Deed of Company Arrangement" available at each of www.ansett.com.au, www.kordamentha.com and www.abl.com.au, so as to effect the pooling of [relevant Ansett Group Company's] assets into AAL and to allow [relevant Ansett Group Company's] creditors to make claims against AAL instead of [relevant Ansett Group Company].



SCHEDULE OF ANSETT GROUP OF 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)	006 555 166
12.	Ansett Holdings Limited (Subject to Deed of Company Arrangement)	065 117 535
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 Kendell 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	009 611 321



- (Subject to Deed of Company Arrangement)
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) 002 968 989
(Subject to Deed of Company Arrangement)
 24. ANST Westsky Aviation Limited (Formerly Skywest Aviation Limited) 004 444 866
(Subject to Deed of Company Arrangement)
 25. ANST Westsky Holdings Pty Ltd (Formerly Skywest Holdings Pty Ltd) (Subject to 008 905 646
Deed of Company Arrangement)
 26. ANST Westsky Jet Charter Pty Ltd (Formerly Skywest Jet Charter Pty Ltd) (Subject 008 800 155
to Deed of Company Arrangement)
 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 000 275 936
(Subject to Deed of Company Arrangement)
 30. ANST Travel International Pty Ltd (Formerly Traveland International Pty Ltd) 000 598 452
(Subject to Deed of Company Arrangement)
 31. Traveland New Staff Pty Ltd (Subject to Deed of Company Arrangement) 080 739 037
 32. ANST Travel Pty Ltd (Formerly Traveland Pty Ltd) 000 240 746
(Subject to Deed of Company Arrangement)
 33. Walgali Pty Ltd (Subject to Deed of Company Arrangement) 055 258 921
 34. Westintech Limited (Subject to Deed of Company Arrangement) 009 084 039
 35. Westintech Nominees Pty Ltd (Subject to Deed of Company Arrangement) 009 302 158
 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

