

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:** 31 March 2006  
**WHERE MADE:** Melbourne



IT IS ORDERED THAT:

1. Pursuant to s447A(1) of the Act, s447D(1) of the Act is to operate in relation to each of the Ansett Group Companies so that in an application by the Deed Administrators for directions in relation to the "AAE Pooling Compromise Deed" dated 29 August 2005 as amended on 31 March 2006 ("**AAE Pooling Deed**"), the Court may give a direction that it approves the AAE Pooling Deed and that each of the Deed Administrators in the capacities in which they have executed the AAE Pooling Deed may properly perform and give effect to the AAE Pooling Deed.
2. Pursuant to s447D(1) of the Act, as it operates in accordance with order 1 of these orders, the Court directs that it approves the AAE Pooling Deed and that each of the Deed Administrators in the capacities in which they have

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Date of Document: 9 May 2006  
Filed on behalf of: The Applicants  
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(Alex King)

executed the AAE Pooling Deed may properly perform and give effect to the AAE Pooling Deed.

3. The Deed Administrators file and serve any further affidavit material on or before 12 May 2006.
4. The further hearing of the application for directions be adjourned to 26 May 2006.
5. The costs of the application of National Australia Bank Limited, Commonwealth Bank of Australia and BNP Paribas be costs in the administrations of the companies of which the plaintiffs are Deed Administrators.
6. Save for the costs referred to in order 5 of these orders, costs be reserved.

Dated: ~~31 March 2006~~

10 MAY 2006

  
*Agnes Clarke*  
.....  
Judge  
FOR DISTRICT REGISTRAR

## 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 (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)	000 240 746
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

