

IN THE FEDERAL COURT OF AUSTRALIA
VICTORIAN DISTRICT REGISTRY

V3010
NO. of 2002

ORIGINATING PROCESS

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

AMENDED APPLICATION

A DETAILS OF APPLICATION

This Application is made pursuant to Sections 442C(2), 447A and 447D of the
Corporations Act 2001 and the inherent jurisdiction of the Court.

On the facts stated in the supporting Affidavit, the Plaintiffs seek the following orders or
directions:

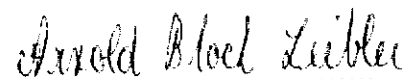
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#125067\1

- 1 Leave of the Court pursuant to Section 442C(2) of the Corporations Act 2001 (Cth) ("the Act") permitting the plaintiff Administrators to dispose of property that is subject to a charge or of which someone other than the companies set out in the Schedule to this Application ("the companies") is the owner pursuant to arrangements provided for in the Letter of Offer from Tesna Holdings Pty Ltd dated 8 November 2001, which was accepted by the Plaintiff Administrators on that day ("Sale Contract"), namely:
 - 1.1 Plant & Equipment leases and other leases;
 - 1.2 IT licenses & service provider contracts;
 - 1.3 Real Property Leases;
 - 1.4 Assets subject to Retention of Title claims.
- 2 A direction pursuant to Section 447D of the Act that the plaintiff Administrators may properly and justifiably perform and give effect to the Sale Contract.
- 3 Further or alternatively to paragraph 2, orders and/ or directions pursuant to Sections 447A and 447D of the Act approving the Sale Contract.
- 4 The costs of the plaintiffs be costs in the Administration of the companies set out in the Schedule.

Date: 22 January 2002


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Solicitors for the Plaintiffs

This Application will be heard by the Federal Court of Australia, 305 William Street, Melbourne at 10.15am on Friday 25 January 2002 in Court No.

B FILING

Date of filing: 22 January 2002

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Registrar

This originating process is filed by Arnold Bloch Leibler for the Plaintiffs, whose address for service is Level 21, 333 Collins Street, Melbourne, Victoria, 3000.

C SERVICE

The Plaintiffs' address for service is C/- Arnold Bloch Leibler, Lawyers & Advisers, Level 21, 333 Collins Street, Melbourne, Victoria, 3000

It is intended to serve a copy of this Originating Process and supporting Affidavit on the Australian Securities and Investment Commission, the Committee of Creditors, and on third party stakeholders including retention of title creditors, lessors of property and general lessors.

SCHEDULE

ANSETT AUSTRALIA LIMITED (A.C.N. 004 209 410)
501 SWANSTON STREET PTY LTD (A.C.N. 005 477 618)
AEROPELICAN AIR SERVICES PTY LTD (A.C.N. 000 653 083)
AIRPORT TERMINALS PTY LTD (A.C.N. 053 976 444)
ALDONG SERVICES PTY LIMITED (A.C.N. 000 258 113)
ANSETT AIRCRAFT FINANCE LIMITED (A.C.N. 008 643 276)
ANSETT AUSTRALIA HOLDINGS LIMITED (A.C.N. 004 216 291)
ANSETT AVIATION EQUIPMENT PTY LTD (A.C.N. 008 559 733)
ANSETT CARTS PTY LIMITED (A.C.N. 005 181 215)
ANSETT EQUIPMENT FINANCE LIMITED (A.C.N. 006 827 989)
ANSETT FINANCE LIMITED (A.C.N. 006 555 166)
ANSETT HOLDINGS LIMITED (A.C.N. 065 117 535)
ANSETT INTERNATIONAL LIMITED (A.C.N. 060 622 460)
ANSETT AUSTRALIA AND AIR NEW ZEALAND ENGINEERING SERVICES LTD
(A.C.N. 089 520 696)
BODAS PTY LTD (A.C.N. 002 158 741)
BRAZSON PTY LIMITED (A.C.N. 055 259 008)
EASTWEST AIRLINES (OPERATIONS) LTD (ACN 000 259 469)
EASTWEST AIRLINES LIMITED (ACN 000 063 972)
KENDELL AIRLINES (AUST) PTY LTD (A.C.N. 000 579 680)
MORAEI PTY LTD (A.C.N. 003 286 440)
NORTHERN AIRLINES LIMITED (A.C.N. 009 607 069)

NORTHERN TERRITORY AERIAL WORK PTY LIMITED (A.C.N. 009 611 321)

ROCK-IT-CARGO (AUST) PTY LTD (A.C.N. 003 004 126)

SHOW GROUP PTY LTD (A.C.N. 002 968 989)

SKYWEST AIRLINES PTY LTD (A.C.N. 008 997 662)

SKYWEST AVIATION LIMITED (A.C.N. 004 444 866)

SKYWEST HOLDINGS PTY LTD (A.C.N. 008 905 646)

SKYWEST JET CHARTER PTY LTD (A.C.N. 008 800 155)

SOUTH CENTRE MAINTENANCE PTY LTD (A.C.N. 007 286 660)

SPACA PTY LTD (A.C.N. 006 773 593)

TRAVELAND INTERNATIONAL (AUST) PTY LIMITED (A.C.N. 000 275 936)

TRAVELAND INTERNATIONAL PTY LIMITED (A.C.N. 000 598 452)

TRAVELAND NEW STAFF PTY LTD (A.C.N. 080 739 037)

TRAVELAND PTY LIMITED (A.C.N. 000 240 746)

WALGALI PTY LTD (A.C.N. 055 258 921)

WESTINTECH LIMITED (A.C.N. 009 084 039)

WESTINTECH NOMINEES PTY LTD (A.C.N. 009 302 158)

WHITSUNDAY AFFAIRS PTY LTD (A.C.N. 009 694 553)

WHITSUNDAY HARBOUR PTY LIMITED (A.C.N. 010 375 470)

WRIDGWAY HOLDINGS LIMITED (A.C.N. 004 449 085)

WRIDGWAYS (VIC) PTY LTD (A.C.N. 004 153 413)

(All Administrators Appointed)