

IN THE SUPREME COURT OF VICTORIA AT MELBOURNE
BEFORE THE COURT OF APPEAL
CIVIL DIVISION

No. 2115 of 2001

BETWEEN:

**ANSETT AUSTRALIA GROUND STAFF SUPERANNUATION
PLAN PTY LTD** (ACN 065 590 178) (as trustee of the Ansett Australia
Ground Staff Superannuation Plan)

Appellant

and

ANSETT AUSTRALIA LIMITED (Subject to a Deed of Company
Arrangement) & **ORS** (ACN 004 209 410)

Respondents

AND BETWEEN:

ANSETT AUSTRALIA LIMITED (Subject to a Deed of Company
Arrangement) & **ORS** (ACN 004 209 410)

Cross Appellants

and

**ANSETT AUSTRALIA GROUND STAFF SUPERANNUATION
PLAN PTY LTD** (ACN 065 590 178) (as trustee of the Ansett Australia
Ground Staff Superannuation Plan) & **ORS**

Cross Respondents

CERTIFICATE IDENTIFYING EXHIBIT

Date of document: 23 April 2003

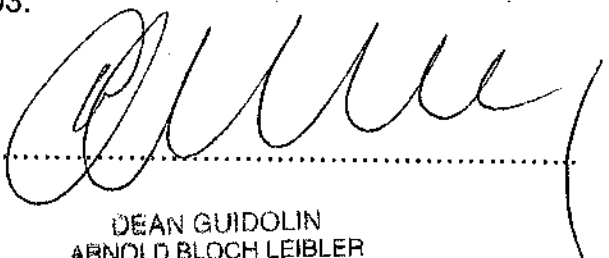
Filed on behalf of the Respondents and Cross Appellants

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This is the exhibit marked "CLF-1" now produced and shown to Carmel Lyndsay Flynn at the time of swearing her affidavit on 23 April 2003.



DEAN GUIDOLIN
ARNOLD BLOCH LEIBLER
LEVEL 21, 333 COLLINS STREET
MELBOURNE 3000
A NATURAL PERSON WHO IS A CURRENT
PRACTITIONER WITHIN THE MEANING OF
THE LEGAL PRACTICE ACT 1996.

Exhibit "CLF-1"

Copy of the poll results approving the proposed DOCA

ANSETT GROUP OF COMPANIES
RESULTS OF POLL APPROVING PROPOSED DEED OF COMPANY ARRANGEMENT
FROM PART 2 OF SECOND CREDITORS MEETING HELD ON 27 MARCH 2002

	Value of Votes				Number of Votes			
	For	For (%)	Against	Against (%)	For	For (%)	Against	Against (%)
ANSETT COMPANY								
1 501 Swanson Street Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
2 Airport Terminals Pty Ltd	33,183,587	100.00%	-	0.00%	3	100.00%	-	0.00%
3 Aldong Services Pty Ltd	17,219,443	100.00%	-	0.00%	1	100.00%	-	0.00%
4 Ansett Aircraft Finance Ltd	539,337	100.00%	-	0.00%	3	100.00%	-	0.00%
5 Ansett Australia and Air New Zealand Engineering Services Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
6 Ansett Australia Holdings Ltd	985,841,233	99.00%	9,938,777	1.00%	26	89.66%	3	10.34%
7 Ansett Australia Ltd	1,548,222,564	91.64%	141,216,918	8.36%	7,832	97.18%	227	2.82%
8 Ansett Aviation Equipment Pty Ltd	17,518,458	100.00%	-	0.00%	6	100.00%	-	0.00%
9 Ansett Carts Pty Ltd	2,555,593	100.00%	-	0.00%	1	100.00%	-	0.00%
10 Ansett Equipment Finance Ltd	380,273	100.00%	-	0.00%	3	100.00%	-	0.00%
11 Ansett Finance Ltd	1,973,040	100.00%	-	0.00%	3	100.00%	-	0.00%
12 Ansett Holdings Ltd	94,652,744	60.34%	62,225,272	39.66%	4	80.00%	1	20.00%
13 Ansett International Ltd	318,683,556	83.30%	63,870,918	16.70%	6	60.00%	4	40.00%
14 Bodas Pty Ltd	60,800,311	100.00%	-	0.00%	2	100.00%	-	0.00%
15 Brazson Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
16 Eastwest Airlines (Operations) Ltd	229,530,919	100.00%	-	0.00%	3	100.00%	-	0.00%
17 Eastwest Airlines Ltd	62,305,364	100.00%	-	0.00%	3	100.00%	-	0.00%
18 Kendall Airlines (Aust) Pty Ltd	158,338,460	99.58%	666,807	0.42%	122	94.57%	7	5.43%
19 Morael Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
20 Northern Airlines Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
21 Northern Territory Aerial Work Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
22 Rock-It-Cargo (Aust) Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
23 ANST Show Pty Ltd (Formerly Show Group Pty Ltd)	23,867,397	99.89%	26,861	0.11%	31	96.88%	1	3.13%
24 South Centre Maintenance Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
25 Spaca Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
26 Traveland International (Aust) Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
27 ANST Travel International Pty Ltd (Formerly Traveland International Pty Ltd)	1,500,100	100.00%	-	0.00%	2	100.00%	-	0.00%
28 Traveland New Staff Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
29 ANST Travel Pty Ltd (Formerly Traveland Pty Ltd)	8,954,991	99.79%	19,067	0.21%	25	89.29%	3	10.71%
30 Waigali Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
31 Westintech Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
32 Westintech Nominees Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
33 Whitsunday Affairs Pty Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
34 Whitsunday Harbour Pty Ltd	11,233,038	100.00%	-	0.00%	1	100.00%	-	0.00%
35 Wridgways Holdings Ltd	100	100.00%	-	0.00%	1	100.00%	-	0.00%
36 Wridgways (VIC) Pty Ltd	115,995	100.00%	-	0.00%	3	100.00%	-	0.00%