

NOTICE OF FILING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 12/05/2020 11:33:02 PM AEST and has been accepted for filing under the Court's Rules. Details of filing follow and important additional information about these are set out below.

Details of Filing

Document Lodged: Affidavit - Form 59 - Rule 29.02(1)
File Number: NSD464/2020
File Title: APPLICATION IN THE MATTER OF VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) ACN 100 686 226 & ORS
Registry: NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA



Sia Lagos

Dated: 12/05/2020 11:33:17 PM AEST

Registrar

Important Information

As required by the Court's Rules, this Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

The date and time of lodgment also shown above are the date and time that the document was received by the Court. Under the Court's Rules the date of filing of the document is the day it was lodged (if that is a business day for the Registry which accepts it and the document was received by 4.30 pm local time at that Registry) or otherwise the next working day for that Registry.



Form 59
Rule 29.02(1)

Affidavit

No. NSD 464 of 2020

Federal Court of Australia
District Registry: New South Wales
Division: Commercial and Corporations List

IN THE MATTER OF VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) ACN 100 686 226 & ORS

**VAUGHAN STRAWBRIDGE, SALVATORE ALGERI, JOHN GREIG AND RICHARD HUGHES,
IN THEIR CAPACITY AS JOINT AND SEVERAL VOLUNTARY ADMINISTRATORS
OF EACH OF VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) AND THE
THIRD TO THIRTY-NINTH PLAINTIFFS NAMED IN SCHEDULE 1**

First Plaintiffs

AND OTHERS NAMED IN SCHEDULE 1

Affidavit of: Matthew James Carr
Address: Level 23, 123 Eagle Street, Brisbane QLD 4000
Occupation: Restructuring Services Manager
Date: 12 May 2020

Contents

Document number	Details	Paragraph	Pages
1	Affidavit of Matthew Carr affirmed on 12 May 2020.	All	1 - 7
2	Table containing contact details for the proposed Committee of Inspection of the Second to Thirty-Ninth Plaintiffs (and prospective Fortieth Plaintiff)	3	8
3	Email sent from Matthew Carr to proposed members of the Committee of Inspection (except the Electrical Trades Union) of the Second to Thirty-Ninth Plaintiffs titled " <i>Virgin Australia Holdings Limited & Subsidiaries (Administrators Appointed) - notice of Court application</i> " dated 12 May 2020	3	9

Filed on behalf of (name & role of party) The Plaintiffs
Prepared by (name of person/lawyer) Timothy James Sackar
Law firm (if applicable) Clayton Utz
Tel +61 2 9353 4000 Fax +61 2 8220 6700
Email kaadams@claytonutz.com
Address for service Level 15, 1 Bligh Street, Sydney NSW 2000
(include state and postcode)

[Version 3 form approved 02/05/2019]

Document number	Details	Paragraph	Pages
4	Email sent from Matthew Carr to the Electrical Trades Union titled " <i>Virgin Australia Holdings Limited & Subsidiaries (Administrators Appointed) - notice of Court application</i> " dated 12 May 2020	5	10

I Matthew Carr, Restructuring Services Manager of Deloitte Financial Advisory Pty Ltd, Level 23, 123 Eagle Street, Brisbane QLD 4000, solemnly, sincerely, declare and affirm:

1. I make this affidavit from my own knowledge and belief, except where otherwise stated in which case I have stated the source of my knowledge.
2. I am a staff member of Deloitte Financial Advisory Pty Ltd (**Deloitte**) and I assist the First Plaintiffs (Administrators) with the administrations of the Second to Thirty-Ninth Plaintiffs.
3. On Tuesday, 12 May 2020 at approximately 11:19am I sent an email to each of the email addresses contained in **Annexure A** to this affidavit, which is a table I prepared of the contact email addresses for each of the members of the proposed Committee of Inspection of the Second to Thirty-Ninth Plaintiffs (and the proposed Fortieth Plaintiff) (**Proposed COI Members**) (with the exception of the Electrical Trades Union (**ETU**) as detailed below). The email:
 - (a) notified the relevant members of the Proposed COI Committee that the proceeding, In the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & ORS - Federal Court of Australia Proceeding Number NSD 464 of 2020 (**Proceeding**) is listed for Hearing via Microsoft Teams (video-conference) in the Federal Court of Australia at 10.15am on Wednesday, 13 May 2020 before the Honourable Justice Middleton (**Hearing**);
 - (b) attached copies of the following documents:
 - i. interlocutory process filed in the Proceeding on 11 May 2020;
 - ii. sealed affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020;
 - iii. Exhibit "VNS-2", being a bundle of documents exhibited to the affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020;

- iv. sealed supplementary affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020; and
- v. Exhibit "VNS-3", being a bundle of documents exhibited to the supplementary affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020; and

(c) provided details of the Microsoft Teams Meeting Conference ID for the Hearing.

A copy of the email I caused to be sent (without attachments) is at **Annexure B** of this affidavit.

4. As a result of the email being sent by blind copy to each of the Proposed COI Members, the print-out of the email contained in **Annexure B** does not confirm the relevant recipients, however I confirm that each of the Proposed COI Members (except for ETU), were issued the email via the email addresses detailed in **Annexure A**.
5. On 12 May 2020 at approximately 3:40pm, I caused to be sent an email to Matt Murphy, Electrical Trades Union (**ETU**), being a Proposed COI Member. That email was on the same terms as the email sent to the other Proposed COI Members, described at paragraphs 3(a) to 3(c) above.
6. A copy of the email I caused to be sent to Mr Murphy is at **Annexure C** of this affidavit. As a result of the email being sent by blind copy, the print-out of the email contained in **Annexure C** does not confirm the relevant recipients, however I confirm that the email was sent to Mr Murphy at matt@etuaustralia.org.au.

SWEARING OF THIS AFFIDAVIT

7. I have not been able to swear this affidavit in proper form at the time that I have signed it due to the measures I have taken to minimise the spread of COVID-19.
8. I have been informed by Madeleine Louise McCloy, Clayton Utz as the proposed witness to this affidavit, and believe, that the relaxation of formality with respect to the unsworn nature of this affidavit does not diminish the need for me to satisfy myself that the contents of this affidavit are true and correct. I have satisfied myself that that is the case.

9. I will formally swear this affidavit when circumstances allow and will instruct Clayton Utz to file the sworn version with the Court.

Affirmed by the deponent
at Brisbane
in Queensland
on 12 May 2020
Before me:

)
)
)
)
)

.....
Signature of deponent

.....
Signature of witness

Name of witness: Madeleine McCloy

SCHEDULE 1

No. NSD

464 of 2020

Federal Court of Australia

District Registry: New South Wales

Division: Commercial and Corporations List

IN THE MATTER OF VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) ACN 100 686 226 & ORS**Plaintiffs**

First Plaintiffs:	Vaughan Strawbridge, Salvatore Algeri, John Greig and Richard Hughes, in their capacity as joint and several voluntary administrators of the Second to Thirty-Ninth Plaintiffs
Second Plaintiff:	Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226
Third Plaintiff	Virgin Australia International Operations Pty Ltd (Administrators Appointed) ACN 155 859 608
Fourth Plaintiff:	Virgin Australia International Holdings Pty Ltd (Administrators Appointed) ACN 155 860 021
Fifth Plaintiff:	Virgin Australia International Airlines Pty Ltd (Administrators Appointed) ACN 125 580 823
Sixth Plaintiff:	Virgin Australia Airlines (SE Asia) Pty Ltd (Administrators Appointed) ACN 097 892 389
Seventh Plaintiff:	Virgin Australia Airlines Holdings Pty Ltd (Administrators Appointed) ACN 093 924 675
Eighth Plaintiff:	VAH Newco No.1 Pty Ltd (Administrators Appointed) ACN 160 881 345
Ninth Plaintiff:	Tiger Airways Australia Pty Limited (Administrators Appointed) ACN 124 369 008
Tenth Plaintiff:	Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965
Eleventh Plaintiff:	VA Borrower 2019 No. 1 Pty Ltd (Administrators Appointed) ACN 633 241 059

Twelfth Plaintiff:	VA Borrower 2019 No. 2 Pty Ltd (Administrators Appointed) ACN 637 371 343
Thirteenth Plaintiff:	Virgin Tech Pty Ltd (Administrators Appointed) ACN 101 808 879
Fourteenth Plaintiff:	Short Haul 2018 No. 1 Pty Ltd (Administrators Appointed) ACN 622 014 831
Fifteenth Plaintiff:	Short Haul 2017 No. 1 Pty Ltd (Administrators Appointed) ACN 617 644 390
Sixteenth Plaintiff:	Short Haul 2017 No. 2 Pty Ltd (Administrators Appointed) ACN 617 644 443
Seventeenth Plaintiff:	Short Haul 2017 No. 3 Pty Ltd (Administrators Appointed) ACN 622 014 813
Eighteenth Plaintiff:	VBNC5 Pty Ltd (Administrators Appointed) ACN 119 691 502
Nineteenth Plaintiff:	A.C.N. 098 904 262 Pty Ltd (Administrators Appointed) ACN 098 904 262
Twentieth Plaintiff:	Virgin Australia Regional Airlines Pty Ltd (Administrators Appointed) ACN 008 997 662
Twenty-First Plaintiff:	Virgin Australia Holidays Pty Ltd (Administrators Appointed) ACN 118 552 159
Twenty-Second Plaintiff:	VB Ventures Pty Ltd (Administrators Appointed) ACN 125 139 004
Twenty-Third Plaintiff:	Virgin Australia Cargo Pty Ltd (Administrators Appointed) ACN 600 667 838
Twenty-Fourth Plaintiff:	VB Leaseco Pty Ltd (Administrators Appointed) ACN 134 268 741
Twenty-Fifth Plaintiff:	VA Hold Co Pty Ltd (Administrators Appointed) ACN 165 507 157
Twenty-Sixth Plaintiff:	VA Lease Co Pty Ltd (Administrators Appointed) ACN 165 507 291
Twenty-Seventh Plaintiff:	Virgin Australia 2013-1 Issuer Co Pty Ltd (Administrators Appointed) ACN 165 507 326
Twenty-Eighth Plaintiff:	737 2012 No.1 Pty. Ltd (Administrators Appointed) ACN 154 201 859

Twenty-Ninth Plaintiff: 737 2012 No. 2 Pty Ltd (Administrators Appointed) ACN 154 225 064

Thirtieth Plaintiff: Short Haul 2016 No. 1 Pty Ltd (Administrators Appointed) ACN 612 766 328

Thirty-First Plaintiff: Short Haul 2016 No. 2 Pty Ltd (Administrators Appointed) ACN 612 796 077

Thirty-Second Plaintiff: Short Haul 2014 No. 1 Pty Ltd (Administrators Appointed) ACN 600 809 612

Thirty-Third Plaintiff: Short Haul 2014 No. 2 Pty Ltd (Administrators Appointed) ACN 600 878 199

Thirty-Fourth Plaintiff: VA Regional Leaseco Pty Ltd (Administrators Appointed) ACN 127 491 605

Thirty-Fifth Plaintiff: VB 800 2009 Pty Ltd (Administrators Appointed) ACN 135 488 934

Thirty-Sixth Plaintiff: VB Leaseco No 2 Pty Ltd (Administrators Appointed) ACN 142 533 319

Thirty-Seventh Plaintiff: VB LH 2008 No. 1 Pty Ltd (Administrators Appointed) ACN 134 280 354

Thirty-Eighth Plaintiff: VB LH 2008 No. 2 Pty Ltd (Administrators Appointed) ACN 134 288 805

Thirty-Ninth Plaintiff: VB PDP 2010-11 Pty Ltd (Administrators Appointed) ACN 140 818 266

Proposed COI			
#	Name	Representative(s)	Email
1	FIIG Securities Limited	Thomas Jacquot	thomas.jacquot@fiig.com.au
2	Northern Trust Asset Management	Leah Savageau	LJS14@ntrs.com
3	Sargon CT Pty Ltd	Yvonne Kelaher	Yvonne.Kelaher@sargon.com
4	The Bank of New York Mellon	Jeremy Hollingsworth	Jeremy.Hollingsworth@bnymellon.com ; dageamea@bnymellon.com
5	Association of Virgin Australia Group Pilots (VIPA)	John Lyons (The Association for Virgin Australia Group Pilots)	john.lyons@vipa.asn.au
6	Australian Council of Trade Unions (ACTU)	Michelle O'Neil (Australian Council of Trade Unions)	moneil@actu.org.au
7	Australian Federation of Air Pilots (AFAP)	Simon Lutton	simon@afap.org.au
8	Australian Licensed Aircraft Engineers (ALAEA)	Steve Purvinas (Australian Licenced Aircraft Engineers Association)	fedsec@alaea.asn.au
9	Australian Manufacturing Workers Union (AMWU)	Glenn Thompson (Australian Manufacturing Workers Union)	glenn.thompson@amwu.org.au
10	Australian Services Union (ASU)	Emeline Gaske (Australian Municipal, Administrative, Clerical and Services Union (the Australian Services Union))	egaske@asu.asn.au
11	Dayna Field	Dayna Field	Dayna.Field@virginaustralia.com
12	Flight Attendants Association of Australia (FAAA)	Teri O'Toole	teri@faaa.net
13	SALPA (Skywest Airlines Pilot Association)	Paolo Casali	paolo@salpa.asn.au ; paolo.casali@virginaustralia.com
14	Transport Workers Union of Australia (TWU)	Michael Kaine (Transport Workers' Union of Australia)	michael.kaine@twu.com.au
15	Electrical Trades Union (ETU)	TBA	TBA
16	Australia Pacific Airports (Melbourne) Pty Ltd	Shane O'Hare	shane.ohare@melair.com.au
17	Brisbane Airport Corporation Pty Ltd	Jim Parashos	jim.parashos@bne.com.au
18	Canberra Airport Pty Ltd	Stephen Carson	s.carson@canberraairport.com.au
19	Gold Coast Airport Pty Ltd	David Hedges	dhedges@qldairports.com.au
20	Perth Airport Pty Ltd	Brian Pereira	Brian.Pereira@perthairport.com.au
21	Sydney Airport Corporation Limited	Dhruv Gupta	dhruv.gupta@syd.com.au
22	Velocity Rewards Pty Limited	Christopher Hill, David McGrath	chris.hill@pwc.com.au ; david.mcgrath@pwc.com.au
23	Airframe Leasing (S) Pte. Ltd	Richard Wolanski	Richard.w@avation.net
24	AS Air Lease Holdings (Castlelake)	June Raj	virginadmin@castlelake.com
25	Dell Financial Services Pty Ltd	Cassie Douglas	cassie.douglas@dell.com
26	JPA No. 123 Co., Ltd	Jason Charles Opperman	jason.opperman@klgates.com
27	Perth Aircraft Leasing (UK) Limited	Noel McCoy	noel.mccoy@nortonrosefullbright.com
28	Wilmington Trust Company (AerCap)	Alexander Wilson	contractualnotices@aercap.com
29	Deputy Commissioner of Taxation	Gary Busby	gary.busby@ato.gov.au
30	Sabre GBLB Inc	Tony Troiani	Tony.Troiani@au.kwm.com
31	Airline Cleaning Services Pty Ltd	David Baker	david.baker@cabin-services.com ; commercial@cabin-services.com
32	Alliance Airlines Pty Limited	Marc Devine	mdevine@allianceairlines.com.au
33	Boeing Training & Flight Services Australia Pty Limited	Edward Gomes	edward.l.gomes@boeing.com
34	Carlson Wagonlit Travel Australia Pty Ltd	Wai Mun Wong	waiwong@mycwt.com
35	Spotless Facility Services Pty Ltd	Jacob Gunzburg	jacob.gunzberg@spotless.com.au
	*Commonwealth of Australia (Fair Entitlements Guarantee) will also join the COI as an observer.	Henry Carr	Henry.Carr@ag.gov.au

McCloy, Madeleine

From: Carr, Matthew <matcarr@deloitte.com.au>
Sent: Tuesday, 12 May 2020 11:19 AM
Subject: Virgin Australia Holdings Limited & Subsidiaries (Administrators Appointed) - notice of Court application
Attachments: You've been sent large files; Project Volar - Insolvency affidavit of V Strawdbridge (FINAL) 11 May 2020 (2).PDF; Project Volar - Supplementary Affidavit of Vaughan Strawbridge in support of further orders (FINAL) (1).PDF; Project Volar _ filed Interlocutory Process.pdf; You've been sent large files
Importance: High

In the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & ORS - Federal Court of Australia Proceeding Number NSD 464 of 2020 (Proceeding)

We refer to the above matter and **attach** copies of the following documents:

1. interlocutory process filed in the Proceeding on 11 May 2020;
2. sealed affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020;
3. a Mimecast Link to Exhibit "VNS-2", being a bundle of documents exhibited to the affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020;
4. sealed supplementary affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020; and
5. a Mimecast Link to Exhibit "VNS-3", being a bundle of documents exhibited to the supplementary affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020.

We confirm that the Proceeding is listed for Hearing via Microsoft Teams (video-conference) in the Federal Court of Australia at **10:15am**, Wednesday **13 May 2020** before the Honourable Justice Middleton.

Details on how to attend the hearing are below:

Link: [Join Microsoft Teams Meeting](#)

Join by Phone

Phone: 02 9161 1229

Conference ID: 146 961 71#

Join with a video conferencing device

[862016018@t.plcm.vc](tel:862016018)

VTC Conference ID: 1371164547

Kind regards,

--

Matthew Carr

Manager | Restructuring Services

Deloitte Financial Advisory Pty Ltd

Level 23, 123 Eagle Street, Brisbane QLD 4000

matcarr@deloitte.com.au | www.deloitte.com.au

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Deloitte.

Please consider the environment before printing.

McCloy, Madeleine

From: Carr, Matthew <matcarr@deloitte.com.au>
Sent: Tuesday, 12 May 2020 3:40 PM
Subject: Virgin Australia Holdings Limited & Subsidiaries (Administrators Appointed) - notice of Court application
Attachments: You've been sent large files; Project Volar - Insolvency affidavit of V Strawdbridge (FINAL) 11 May 2020 (2).PDF; Project Volar - Supplementary Affidavit of Vaughan Strawbridge in support of further orders (FINAL) (1).PDF; Project Volar _ filed Interlocutory Process.pdf; You've been sent large files
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Kind regards,

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Matthew Carr
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