

NOTICE OF FILING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 28/07/2020 10:50:37 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: Court Book
File Number: NSD714/2020
File Title: WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION (AS OWNER TRUSTEE) & ANOR v VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS
Registry: NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA



Sia Lagos

Dated: 29/07/2020 8:59:10 AM 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.

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NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 30/06/2020 1:41:35 PM AEST and has been accepted for filing under the Court's Rules. Filing and hearing details follow and important additional information about these are set out below.

Filing and Hearing Details

Document Lodged:	Originating process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 2
File Number:	NSD714/2020
File Title:	WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION (AS OWNER TRUSTEE) & ANOR v VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS
Registry:	NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing:	To Be Advised
Time and date for hearing:	To Be Advised
Place:	To Be Advised



Sia Lagos

Dated: 30/06/2020 5:05:30 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.

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Originating application

No. of 2020

Federal Court of Australia
District Registry: New South Wales
Division: General

Wells Fargo Trust Company, National Association (as owner trustee) and others named in schedule 1

Applicants

VB Leaseco Pty Ltd (Administrators Appointed) ACN 134 268 741 and others named in schedule 1

Respondents

To the Respondents

The Applicants apply for the relief set out in this application.

The Court will hear this application, or make orders for the conduct of the proceeding, at the time and place stated below. If you or your lawyer do not attend, then the Court may make orders in your absence.

You must file a notice of address for service (Form 10) in the Registry before attending Court or taking any other steps in the proceeding.

Time and date for hearing: [Registry will insert time and date]

Place: Law Courts Building, Queens Square, Sydney, NSW

The Court ordered that the time for serving this application be abridged to [Registry will insert date, if applicable].

Filed on behalf of (name & role of party)	The Applicants		
Prepared by (name of person/lawyer)	Noel McCoy		
Law firm (if applicable)	Norton Rose Fulbright Australia		
Tel	+61 2 9330 8000	Fax	+61 2 9330 8111
Email	noel.mccoy@nortonrosefulbright.com	Ref	4015052
Address for service (include state and postcode)	Level 5, 60 Martin Place, Sydney, NSW 2000 Email: noel.mccoy@nortonrosefulbright.com		

[Version 2 form approved 09/05/2013]



Date:

.....
Signed by an officer acting with the authority
of the District Registrar



Details of claim

On the grounds stated in the accompanying affidavit of Mr Dean Poulakidas sworn 29 June 2020, the Applicants claim:

Declaration of international interest

- 1 A declaration that the First Applicant holds (for the benefit of the Second Applicant) an “*international interest*” in the “*aircraft objects*” identified in Schedule 2 pursuant to Article 2 and 7 of the Convention on International Interests In Mobile Equipment on Matters Specific to Aircraft Equipment, done at Cape Town on 16 November 2001 (**Cape Town Convention**).

Particulars

Section 7 of the International Interests In Mobile Equipment (Cape Town Convention) Act (Cth) 2013 (**Act**) applies the Cape Town Convention and Protocol as a law of the Commonwealth.

Article 2.2(c) of the Cape Town Convention provides for an “*international interest*” to be “*vested in a person who is the lessor under a leasing agreement*”, constituted in accordance with the formal requirements of Article 7.

Declaration of failure to comply with Article XI of the Cape Town Aircraft Protocol

- 2 A declaration that the Notice dated 16 June 2020 given by the Third Respondent to the Second Applicant did not discharge the First or Third Respondent’s obligation under Article XI of the Cape Town Aircraft Protocol to “*give possession*” of the “*aircraft objects*” identified in Schedule 2.

Particulars

Section 7 of the International Interests In Mobile Equipment (Cape Town Convention) Act (Cth) 2013 (**Cape Town Convention Act**) applies the Cape Town Convention and Protocol as the law of the Commonwealth.

Article XI.2 of the Aircraft Protocol to the Convention on International Interests In Mobile Equipment on Matters Specific to Aircraft Equipment, done at Cape Town on 16 November 2001 (**Cape Town Aircraft Protocol**) requires an insolvency administrator or debtor to “*give possession*” of an aircraft object.

By cover of letter dated 16 June 2020 from Clayton Utz, the Third Respondent gave a notice to the Second Applicant purporting to be a notice under section 443B(3) of the Corporations Act 2001 (Cth).



The purported notice failed to give effect to the obligations of the Third Respondent or the First Respondent to give possession within the meaning of the Cape Town Aircraft Protocol.

Delivery up of aircraft objects

- 3 An order that the Respondents or any of them “*give possession*” of the “*aircraft objects*” identified in Schedule 2, by delivering up, or causing to be delivered up the “*aircraft objects*” to the Applicants in the manner set out in Schedule 3 at Coconut Creek, Florida, United States of America by no later than 31 July 2020.

Particulars

Section 7 of the Cape Town Convention Act applies the Cape Town Convention and Aircraft Protocol as the law of the Commonwealth.

Article XI.2 of the Cape Town Aircraft Protocol requires an insolvency administrator or debtor to “*give possession*” of an aircraft object.

The Applicants seeking the delivery up of the aircraft objects in the manner set out in Schedule 3 “*shall be deemed to be exercised in a commercially reasonable manner*” in accordance with Article IX.3 of the Cape Town Aircraft Protocol, because the exercise of that remedy is in conformity with a provision of the agreement between the parties (see the clause 18 of the General Terms Engine Lease Agreement as incorporated into each engine lease).

- 4 An order that unless and until the Respondents, or any of them “*give possession*” in accordance with prayer 3, or until further order of the Court, the Respondents are to preserve the aircraft objects in Schedule 2 by:
- (a) maintaining the Engines identified in Schedule 2 in accordance with paragraph 1 of Schedule 3;
 - (b) maintaining insurance cover over the aircraft objects identified in Schedule 2 to the same or greater extent as was maintained at the date of appointment of the Third Respondent as administrators.

Rent or other amounts payable under section 443B of the Corporations Act

- 5 A declaration that the Notice dated 16 June 2020 given by the Third Respondent to the Second Applicant did not satisfy the requirements of section 443B(3) of the Corporations Act 2001 (Cth) (**Corporations Act**), and did not (pursuant to section 443B(4)) have the effect of relieving the Third Respondent of their obligations under section 443B(2) of the Corporations Act in respect of the property identified in Schedule 2.



- 6 An order that the Third Respondent pay rent or other amounts payable pursuant to section 443B(2) of the Corporations Act in respect of the property identified in Schedule 2 from 16 June 2020 until the date of this order.

General

- 7 Interest.
- 8 Costs.
- 9 Such further and other order as the Court thinks fit.

Interlocutory relief

- 10 An order that this Originating Process be listed for an urgent first case management hearing at 10:00 am on Wednesday, 1 July 2020 with a view to fixing a hearing date in respect of prayers 1, 2, 3, and 4 on an urgent basis.
- 11 An order that the time for service of the Originating Process and affidavit of Dean Poulakidas sworn 29 June 2020 together with a copy of these Orders (collectively the **Documents**), be abridged to 6:00 pm on Tuesday, 30 June 2020.
- 12 An order that service of the Documents may be effected on the Respondents by emailing a copy of the documents to:
- (a) Orla McCoy of Clayton Utz at omccoy@claytonutz.com;
 - (b) Timothy Sackar of Clayton Utz at tsackar@claytonutz.com;
 - (c) Graeme Tucker of Clayton Utz at gtucker@claytonutz.com;
 - (d) Salvatore Algeri of Deloitte at saalgeri@deloitte.com.au.

Applicants' address

The Applicants' address for service is:

Place: c/- Norton Rose Fulbright Australia, Level 5, 60 Martin Place, Sydney, NSW 2000

Email: noel.mccoy@nortonrosefulbright.com

The Applicant's address is 60 E. Sir Francis Drake Blvd, Suite 209, Larkspur, California 94939 USA, Attention: General Counsel.



Service on the Respondent

It is intended to serve this application on all Respondents.

Date: 30 June 2020

A handwritten signature in black ink, appearing to be "NM", written over a horizontal dotted line.

Signed by Noel McCoy
Lawyer for the Applicant

**Schedule 1**

No. of 2020

Federal Court of Australia
District Registry: New South Wales
Division: General

Applicants

Second Applicant: **Willis Lease Finance Corporation**

Respondents

Second Respondent: **Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965**

Third Respondent: **Vaughan Neil Strawbridge, John Lethbridge Greig, Salvatore Algeri & Richard John Hughes (in their capacity as voluntary administrators of the First and Second Respondents)**

Date: 30 June 2020



Schedule 2

No.

of 2020

Federal Court of Australia
 District Registry: New South Wales
 Division: General

Schedule of “aircraft objects”

Engines

- 1 CFM International Engine, Model CFM56-7B24 with engine serial number 888473.
- 2 CFM International Engine, Model CFM56-7B24 with engine serial number 897193.
- 3 CFM International Engine, Model CFM56-7B24 with engine serial number 896999.
- 4 CFM International Engine, Model CFM56-7B24 with engine serial number 894902.

Accessories, parts, and equipment

- 5 Engine stands:
 - (a) (for Engine 888473) with serial numbers:
 - (i) Cradle: P/N D71CRA00005G02, S/N MCC150728-1-3;
 - (ii) Base: P/N D71TRO00005G03, S/N MCC150728-1-3;
 - (b) (for Engine 897193) with serial numbers:
 - (i) Cradle: P/N D71CRA00005G02, S/N MCC150728-1-4;
 - (ii) Base: P/N D71TRO00005G03, S/N MCC150728-1-4;
 - (c) (for Engine 896999) with serial numbers:
 - (i) Cradle: P/N D71CRA00005G02, S/N MCC170335-1-1;
 - (ii) Base: P/N D71TRO00005G03, S/N MCC170335-1-1; and
 - (d) (for Engine 894902) with serial numbers:



- (i) Cradle: P/N AM-2811-4800, S/N 769;
- (ii) Base: P/N AM2563-200, S/N 1216.

6 Quick engine change (**QEC**) units and accessories:

- (a) (for Engine 888473) – as specified in Appendix A of the Aircraft Engine Lease Agreement between the First Applicant and First Respondent executed on or about 28 August 2019;
- (b) (for Engine 897193) – as specified in Appendix A of the Aircraft Engine Lease Agreement between the First Applicant and First Respondent executed on or about 24 May 2019;
- (c) (for Engine 896999) – as specified in Appendix A of the Aircraft Engine Lease Agreement between the First Applicant and First Respondent executed on or about 14 June 2019; and
- (d) (for Engine 894902) – as specified in Appendix A of the Aircraft Engine Lease Agreement between the First Applicant and First Respondent executed on or about 13 September 2019.

Data, manuals, and records

7 The following records in respect of each of the Engines:

- (a) all records and relevant access and log in codes delivered by the Applicants to the First Respondent on the Delivery Date (as defined in the General Terms Engine Lease Agreement **GTA**) including a copy of the life-limited parts profile status attached as Appendix B to each Engine Aircraft Engine Lease Agreement;
- (b) all Engine records generated by the First Respondent as specified at Exhibit F to GTA;
- (c) Engine Certification Statement in accordance with Exhibit E of the GTA;
- (d) complete and legible engine condition monitoring (**ECM**) data, including both take off and cruise performance and mechanical parameters covering the complete installation term of the Engine since delivery;



- (e) with respect to any part installed by the Respondents or any of them, during the term of the Engine lease and not removed prior to the return of an Engine:
 - (i) manufacturer, part number, nomenclature and serial number of life-limited parts, time controlled parts and serialised parts; and
 - (ii) historical records including but not limited to:
 - (A) serviceability status of the part at installation (ie FAA or EASA or CASA Release to Service tag in accordance with the requirements of section 6(c)(ii) of the GTA);
 - (B) for life-limited parts, time controlled parts and serialised parts, total time and cycles, time and, if applicable, cycles since overhaul as may be applicable and total time and, if applicable, cycles of the Engine at the time of part installation; and
 - (C) additionally for a life-limited part, documentation tracing usage of the part since new; and
- (f) any other Engine records generated by the Respondents during the Lease Term (as defined in section 2(b) of the GTA).

**Schedule 3**

No.

of 2020

Federal Court of Australia
District Registry: New South Wales
Division: General

Maintenance in a manner consistent with cl 18.3(e) of the GTA:

- 1 As at the time the aircraft objects in Schedule 2 are returned to the Applicants, the aircraft objects must have all due maintenance completed in accordance with the Approved Maintenance Program (as defined in the GTA) and must be in as serviceable a condition and good repair as when delivered to the First Respondent, fair wear and tear excepted in a manner consistent with cl 18.3 of the GTA.

Serviceable Tags as required by cl 18.3(g) of the GTA

- 2 Upon the return of the Equipment to the First Applicant, the Respondents must affix a serviceable tag to each of the Engines, pursuant to FAA/EASA requirements:
 - (a) either a completed FAA Form 8130-3 (marked approved for Return to Service in accordance with 14 CFR 43.9 and Release to Service in accordance with EASA Part 145.A.50); or
 - (b) alternatively, EASA Form One (marked approved for Release to Service in accordance with EASA Part 145.A.50 and Return to Service in accordance with 14 CRF 43.9); and
 - (c) an FAA Form 337.

All maintenance tasks related to the return of the Equipment (including, without limitation, Equipment testing, inspections, MPD tasks, preservation tasks, Equipment Repairs, Airworthiness Directives accomplished, Service Bulletins accomplished, and any other associated tasks) are to be included on the serviceable tag, in a manner consistent with cl 18.3(g) of the GTA.

**Shipment in a manner consistent with clause 18.3(h) of the GTA**

- 3 Prior to returning the aircraft objects in Schedule 2 to the Applicants, the Respondents or any of them must prepare each Engine identified in Schedule 2 for shipment by:
- (a) capping and plugging all openings of the Engine;
 - (b) preserving the Engine for long-term preservation and storage for a minimum of 365 days in accordance with the applicable manufacturer's procedures for the Engine;
 - (c) completely sealing the Engine in a Moisture Vapour Proof (MVP) Bag if provided by the Lessor or with heavy gauge vinyl plastic if the Lessor does not provide an MVP Bag;
 - (d) otherwise preparing the Engine for shipment and, if applicable, the shipment of the Engine, in accordance with the manufacturer's specifications/recommendations; and
 - (e) Any trucks used for shipment of the Engines must be equipped with air ride or air cushion tractors and trailers.

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 13/07/2020 4:45:31 PM AEST and has been accepted for filing under the Court's Rules. Filing and hearing details follow and important additional information about these are set out below.

Filing and Hearing Details

Document Lodged: Interlocutory Application - Form 35 - Rule 17.01(1)(a)
File Number: NSD714/2020
File Title: WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION (AS OWNER TRUSTEE) & ANOR v VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS
Registry: NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing: Hearing
Time and date for hearing: 31/07/2020, 10:15 AM
Place: By Web Conference, Level 17, Law Courts Building 184 Phillip Street
Queens Square, Sydney; Court Room Not Assigned, Owen Dixon
Commonwealth Law Courts Building Level 7, 305 William Street,
Melbourne



Sia Lagos

Dated: 14/07/2020 10:07:24 AM AEST

Registrar

Important Information

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Interlocutory application

No. NSD 714 of 2020

Federal Court of Australia
District Registry: NSW
Division: General

Wells Fargo Trust Company, National Association (as owner trustee) and others named in schedule 1

Applicants

VB Leaseco Pty Ltd (Administrators Appointed) ACN 134 268 741 and others named in schedule 1

Respondents

To the Respondents

The Applicants apply for the interlocutory orders set out in this application.

The Court will hear this application, or make orders for the conduct of the proceeding, at the time and place stated below. If you or your lawyer do not attend, then the Court may make orders in your absence.

Time and date for hearing: [Registry will insert time and date]

Place: Law Courts Building, Queens Square, Sydney, NSW

The Court ordered that the time for serving this application be abridged to [Registry will insert date, if applicable]

Date:

Signed by an officer acting with the authority
of the District Registrar

Filed on behalf of (name & role of party)	The Applicants		
Prepared by (name of person/lawyer)	Noel McCoy		
Law firm (if applicable)	Norton Rose Fulbright Australia		
Tel	+61 2 9330 8000	Fax	+61 2 9330 8111
Email	noel.mccoy@nortonrosefulbright.com	Ref	4015052
Address for service (include state and postcode)	Level 5, 60 Martin Place, Sydney, NSW 2000 Email: noel.mccoy@nortonrosefulbright.com		



Interlocutory orders sought

- 1 To the extent that the Applicants require leave of the Court pursuant to s440D of the *Corporations Act 2001 (Cth)* to begin and proceed with their Originating Application in this proceeding against the First and Second Respondents, leave is granted nunc pro tunc from the date of filing.
- 2 Costs of this interlocutory process be costs in the cause.

Service on the Respondents

It is intended to serve this application on all of the Respondents.

Date: 13 July 2020

A handwritten signature in blue ink, appearing to read 'Noel McCoy'.

Signed by Noel McCoy
Lawyer for the Applicant

**Schedule 1**

No. NSD 714 of 2020

Federal Court of Australia
District Registry: New South Wales
Division: General

Applicants

Second Applicant: **Willis Lease Finance Corporation**

Respondents

Second Respondent: **Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965**

Third Respondent: **Vaughan Neil Strawbridge, John Lethbridge Greig, Salvatore Algeri & Richard John Hughes (in their capacity as voluntary administrators of the First and Second Respondents)**

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 17/07/2020 4:20:47 PM AEST and has been accepted for filing under the Court's Rules. Filing and hearing details follow and important additional information about these are set out below.

Filing and Hearing Details

Document Lodged: Interlocutory process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 3
File Number: NSD714/2020
File Title: WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION (AS OWNER TRUSTEE) & ANOR v VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS
Registry: NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing: Hearing
Time and date for hearing: 31/07/2020, 10:15 AM
Place: By Web Conference, Level 17, Law Courts Building 184 Phillip Street Queens Square, Sydney; Court Room Not Assigned, Owen Dixon Commonwealth Law Courts Building Level 7, 305 William Street, Melbourne



Sia Lagos

Dated: 20/07/2020 10:52:52 AM AEST

Registrar

Important Information

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Form 3 Interlocutory process

(Rules 2.2, 15A.4, 15A.8 and 15A.9)

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

No. NSD 714 of 2020

IN THE MATTER OF VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS

VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 AND OTHERS NAMED IN SCHEDULE 1

Applicants

WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION (AS OWNER TRUSTEE) AND ANOTHER NAMED IN SCHEDULE 2

Respondents

A. DETAILS OF APPLICATION

This application is made under sections 443B(8) and 447A of the *Corporations Act 2001* (Cth) (**Corporations Act**) and sections 90-15 and 90-20 of the Insolvency Practice Schedule (Corporations), being Schedule 2 to the Corporations Act (**IPSC**).

On the facts stated in the supporting affidavit of Salvatore Algeri sworn on 17 July 2020 the Applicants seek the following orders:

1. An order pursuant to section 443B(8) or section 447A(1) of the Corporations Act that the Third Applicants be excused from liability in respect of the property identified in Schedule 2 to the Originating Process.
2. A declaration or an order pursuant to section 90-15(1) of the IPSC that the Third Applicants may exercise a lien over the property identified in Schedule 2 to the Originating Process for the Third Applicants' reasonable and proper remuneration, costs and expenses attributable to work done in identifying, caring for, preserving or facilitating the return of that property to the Respondents.
3. Costs.

Filed on behalf of (name & role of party)	The Applicants		
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 (include state and postcode)	Level 15, 1 Bligh Street, Sydney NSW 2000		



4. Such further or other orders or directions as the Court considers appropriate.

Date: 17 July 2020

A handwritten signature in blue ink, appearing to read 'Orfhlaith Maria McCoy'.

Signed by Timothy James Sackar (by his partner
Orfhlaith Maria McCoy)
Solicitor for the Applicants

This application will be heard by the Federal Court of Australia at the Owen Dixon Commonwealth Law Courts Building, 305 William Street, Melbourne, Victoria at **10:15am on 31 July 2020**.

B. NOTICE TO RESPONDENT(S) (IF ANY)

C/ Mr Noel McCoy / Ms Safiyya Khan
Norton Rose Fulbright Australia
Level 5, 60 Martin Place
Sydney, NSW 2000
noel.mccoy@nortonrosefulbright.com /safiyya.khan@nortonrosefulbright.com

C. FILING

This interlocutory process is filed by Clayton Utz for the Applicants.

E. SERVICE

The Applicants' address for service is:

Attention: Timothy Sackar/Kassandra Adams
C/- Clayton Utz Lawyers
Level 15,
1 Bligh Street
SYDNEY NSW 2000

The Applicants intend to serve a copy of this Interlocutory Process on the Respondents and ASIC.

**SCHEDULE 1**

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

No. NSD 714 of 2020

IN THE MATTER OF VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS**Applicants**

First Applicant: VB Leaseco Pty Ltd (Administrators Appointed) ACN 134 268 741

Second Applicant: Virgin Australia Airlines Pty Ltd (Administrators Appointed)
ACN 090 670 965

Third Applicant: Vaughan Strawbridge, Salvatore Algeri, John Greig and Richard Hughes, in their capacity as joint and several voluntary administrators of the First and Second Applicants

**SCHEDULE 2**

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

No. NSD 714 of 2020

IN THE MATTER OF VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS

Respondents

First Respondent: Wells Fargo Trust Company, National Association (as owner trustee)

Second Respondent: Willis Lease Finance Corporation

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 27/07/2020 9:50:30 AM AEST and has been accepted for filing under the Court's Rules. Filing and hearing details follow and important additional information about these are set out below.

Filing and Hearing Details

Document Lodged: Originating process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 2
File Number: NSD714/2020
File Title: WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION (AS OWNER TRUSTEE) & ANOR v VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS
Registry: NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing: Hearing
Time and date for hearing: 31/07/2020, 10:15 AM
Place: By Web Conference, Level 17, Law Courts Building 184 Phillip Street Queens Square, Sydney; COURT ONE (Level 8), Owen Dixon Commonwealth Law Courts Building Level 7, 305 William Street, Melbourne; Court Room Not Assigned, Owen Dixon Commonwealth Law Courts Building Level 7, 305 William Street, Melbourne



Sia Lagos

Dated: 28/07/2020 7:34:28 AM AEST

Registrar

Important Information

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Amended Originating application

No. 714 of 2020

Federal Court of Australia
District Registry: New South Wales
Division: General

Wells Fargo Trust Company, National Association (as owner trustee) and others named in schedule 1

Applicants

VB Leaseco Pty Ltd (Administrators Appointed) ACN 134 268 741 and others named in schedule 1

Respondents

To the Respondents

The Applicants apply for the relief set out in this application.

The Court will hear this application, or make orders for the conduct of the proceeding, at the time and place stated below. If you or your lawyer do not attend, then the Court may make orders in your absence.

You must file a notice of address for service (Form 10) in the Registry before attending Court or taking any other steps in the proceeding.

Time and date for hearing: 31 July 2020

Place: Law Courts Building, Queens Square, Sydney, NSW

The Court ordered that the time for serving this application be abridged to.

Date:

.....
Signed by an officer acting with the authority
of the District Registrar

Filed on behalf of (name & role of party)	The Applicants		
Prepared by (name of person/lawyer)	Noel McCoy		
Law firm (if applicable)	Norton Rose Fulbright Australia		
Tel	+61 2 9330 8000	Fax	+61 2 9330 8111
Email	noel.mccoy@nortonrosefulbright.com	Ref	4015052
Address for service (include state and postcode)	Level 5, 60 Martin Place, Sydney, NSW 2000 Email: noel.mccoy@nortonrosefulbright.com		



Details of claim

On the grounds stated in the accompanying affidavit of Mr Dean Poulakidas sworn 29 June 2020, the Applicants claim:

Declaration of international interest

- 1 A declaration that the First Applicant holds (for the benefit of the Second Applicant) an “*international interest*” in the “*aircraft objects*” identified in Schedule 2 pursuant to Article 2 and 7 of the Convention on International Interests In Mobile Equipment on Matters Specific to Aircraft Equipment, done at Cape Town on 16 November 2001 (**Cape Town Convention**).

Particulars

Section 7 of the International Interests In Mobile Equipment (Cape Town Convention) Act (Cth) 2013 (**Act**) applies the Cape Town Convention and Protocol as a law of the Commonwealth.

Article 2.2(c) of the Cape Town Convention provides for an “*international interest*” to be “*vested in a person who is the lessor under a leasing agreement*”, constituted in accordance with the formal requirements of Article 7.

Declaration of failure to comply with Article XI of the Cape Town Aircraft Protocol

- 2 A declaration that the Notice dated 16 June 2020 given by the Third Respondent to the Second Applicant did not discharge the First or Third Respondent’s obligation under Article XI of the Cape Town Aircraft Protocol to “*give possession*” of the “*aircraft objects*” identified in Schedule 2.

Particulars

Section 7 of the International Interests In Mobile Equipment (Cape Town Convention) Act (Cth) 2013 (**Cape Town Convention Act**) applies the Cape Town Convention and Protocol as the law of the Commonwealth.

Article XI.2 of the Aircraft Protocol to the Convention on International Interests In Mobile Equipment on Matters Specific to Aircraft Equipment, done at Cape Town on 16 November 2001 (**Cape Town Aircraft Protocol**) requires an insolvency administrator or debtor to “*give possession*” of an aircraft object.

By cover of letter dated 16 June 2020 from Clayton Utz, the Third Respondent gave a notice to the Second Applicant purporting to be a notice under section 443B(3) of the Corporations Act 2001 (Cth).



The purported notice failed to give effect to the obligations of the Third Respondent or the First Respondent to give possession within the meaning of the Cape Town Aircraft Protocol.

Delivery up of aircraft objects

- 3 An order that the Respondents or any of them “*give possession*” of the “*aircraft objects*” identified in Schedule 2, by delivering up, or causing to be delivered up the “*aircraft objects*” to the Applicants in the manner set out in Schedule 3 at Coconut Creek, Florida, United States of America by no later than 31 July 2020.

Particulars

Section 7 of the Cape Town Convention Act applies the Cape Town Convention and Aircraft Protocol as the law of the Commonwealth.

Article XI.2 of the Cape Town Aircraft Protocol requires an insolvency administrator or debtor to “*give possession*” of an aircraft object.

The Applicants seeking the delivery up of the aircraft objects in the manner set out in Schedule 3 “*shall be deemed to be exercised in a commercially reasonable manner*” in accordance with Article IX.3 of the Cape Town Aircraft Protocol, because the exercise of that remedy is in conformity with a provision of the agreement between the parties (see the clause 18 of the General Terms Engine Lease Agreement as incorporated into each engine lease).

- 4 An order that unless and until the Respondents, or any of them “*give possession*” in accordance with prayer 3, or until further order of the Court, the Respondents are to preserve the aircraft objects in Schedule 2 by:
- (a) maintaining the Engines identified in Schedule 2 in accordance with paragraph 1 of Schedule 3;
 - (b) maintaining insurance cover over the aircraft objects identified in Schedule 2 to the same or greater extent as was maintained at the date of appointment of the Third Respondent as administrators.

- 4A An order that the First, Second, and Fourth Respondents take all steps necessary to cause to be completed, and ‘*give possession*’ of, all records and information set out in Schedule 2, paragraph 7 of this Amended Originating Process.

Particulars

Section 7 of the Cape Town Convention Act applies the Cape Town Convention and Aircraft Protocol as the law of the Commonwealth.



Article XI.2 of the Cape Town Aircraft Protocol requires an insolvency administrator or debtor to “give possession” of an aircraft object.

“aircraft object” is defined in the Cape Town Aircraft Protocol to include an “aircraft engine”.

“aircraft engine” is defined to include “all modules and other installed, incorporated or attached accessories, parts and equipment and all data, manuals and records relating thereto”.

The records identified in Schedule 2 paragraph 8 are “data” and “records” “relating” to the Engines and parts and equipment installed on the Engines, and form part of the “aircraft object” in respect of which the Respondents are obliged to give possession to the Applicants.

The affidavit of Derych Warner sworn 22 July 2020 exhibits a Records Open Item List at Exhibit DW-1 page 2 (ROIL). The ROIL sets out in particular all outstanding ‘Operator Records’ and ‘Lease Inspection records from engine shop’ sought by Willis.

4B An order that the Third Respondent do all such things as are necessary and within its power to cause the First, Second, and Fourth Respondents to carry out the Orders of this Court in respect of the completion and transmittal of the records described at Schedule 2, paragraph 7 of this Amended Originating Process.

Rent or other amounts payable under section 443B of the Corporations Act

5 A declaration that the Notice dated 16 June 2020 given by the Third Respondent to the Second Applicant did not satisfy the requirements of section 443B(3) of the Corporations Act 2001 (Cth) (**Corporations Act**), and did not (pursuant to section 443B(4)) have the effect of relieving the Third Respondent of their obligations under section 443B(2) of the Corporations Act in respect of the property identified in Schedule 2.

6 An order that the Third Respondent pay rent or other amounts payable pursuant to section 443B(2) of the Corporations Act in respect of the property identified in Schedule 2 from 16 June 2020 until the date of this order.

General

7 Interest.

8 Costs.

9 Such further and other order as the Court thinks fit.



Interlocutory relief

- 10 An order that this Originating Process be listed for an urgent first case management hearing at 10:00 am on Wednesday, 1 July 2020 with a view to fixing a hearing date in respect of prayers 1, 2, 3, and 4 on an urgent basis.
- 11 An order that the time for service of the Originating Process and affidavit of Dean Poulakidas sworn 29 June 2020 together with a copy of these Orders (collectively the **Documents**), be abridged to 6:00 pm on Tuesday, 30 June 2020.
- 12 An order that service of the Documents may be effected on the Respondents by emailing a copy of the documents to:
- (a) Orla McCoy of Clayton Utz at omccoy@claytonutz.com;
 - (b) Timothy Sackar of Clayton Utz at tsackar@claytonutz.com;
 - (c) Graeme Tucker of Clayton Utz at gtucker@claytonutz.com;
 - (d) Salvatore Algeri of Deloitte at saalgeri@deloitte.com.au.

Applicants' address

The Applicants' address for service is:

Place: c/- Norton Rose Fulbright Australia, Level 5, 60 Martin Place, Sydney, NSW 2000

Email: noel.mccoy@nortonrosefulbright.com

The Applicant's address is 60 E. Sir Francis Drake Blvd, Suite 209, Larkspur, California 94939 USA, Attention: General Counsel.

Service on the Respondent

It is intended to serve this application on all Respondents.



Date: ~~30 June 2020~~ 26 July 2020

A handwritten signature in black ink, appearing to be "Noel McCoy", written over a horizontal dotted line.

Signed by Noel McCoy
Lawyer for the Applicant



Schedule 1

No. _____ of 2020

Federal Court of Australia
 District Registry: New South Wales
 Division: General

Applicants

Second Applicant: **Willis Lease Finance Corporation**

Respondents

Second Respondent: **Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965**

Third Respondent: **Vaughan Neil Strawbridge, John Lethbridge Greig, Salvatore Algeri & Richard John Hughes (in their capacity as voluntary administrators of the First and Second Respondents)**

Fourth Respondent **Tiger Airways Australia Pty Limited (Administrators Appointed) ACN 124 369 008**

Date: ~~30 June 2020~~ July 2020



Schedule 2

No.

of 2020

Federal Court of Australia
 District Registry: New South Wales
 Division: General

Schedule of “aircraft objects”

Engines

- 1 CFM International Engine, Model CFM56-7B24 with engine serial number 888473.
- 2 CFM International Engine, Model CFM56-7B24 with engine serial number 897193.
- 3 CFM International Engine, Model CFM56-7B24 with engine serial number 896999.
- 4 CFM International Engine, Model CFM56-7B24 with engine serial number 894902.

Accessories, parts, and equipment

- 5 Engine stands:
 - (a) (for Engine 888473) with serial numbers:
 - (i) Cradle: P/N D71CRA00005G02, S/N MCC150728-1-3;
 - (ii) Base: P/N D71TRO00005G03, S/N MCC150728-1-3;
 - (b) (for Engine 897193) with serial numbers:
 - (i) Cradle: P/N D71CRA00005G02, S/N MCC150728-1-4;
 - (ii) Base: P/N D71TRO00005G03, S/N MCC150728-1-4;
 - (c) (for Engine 896999) with serial numbers:
 - (i) Cradle: P/N D71CRA00005G02, S/N MCC170335-1-1;
 - (ii) Base: P/N D71TRO00005G03, S/N MCC170335-1-1; and
 - (d) (for Engine 894902) with serial numbers:



- (i) Cradle: P/N AM-2811-4800, S/N 769;
- (ii) Base: P/N AM2563-200, S/N 1216.

6 Quick engine change (**QEC**) units and accessories:

- (a) (for Engine 888473) – as specified in Appendix A of the Aircraft Engine Lease Agreement between the First Applicant and First Respondent executed on or about 28 August 2019;
- (b) (for Engine 897193) – as specified in Appendix A of the Aircraft Engine Lease Agreement between the First Applicant and First Respondent executed on or about 24 May 2019;
- (c) (for Engine 896999) – as specified in Appendix A of the Aircraft Engine Lease Agreement between the First Applicant and First Respondent executed on or about 14 June 2019; and
- (d) (for Engine 894902) – as specified in Appendix A of the Aircraft Engine Lease Agreement between the First Applicant and First Respondent executed on or about 13 September 2019.

Data, manuals, and records

7 The following records in respect of each of the Engines:

- (a) all records and relevant access and log in codes delivered by the Applicants to the First Respondent on the Delivery Date (as defined in the General Terms Engine Lease Agreement **GTA**) including a copy of the life-limited parts profile status attached as Appendix B to each Engine Aircraft Engine Lease Agreement;
- (b) all Engine records generated by the First Respondent as specified at Exhibit F to GTA;
- (c) Engine Certification Statement in accordance with Exhibit E of the GTA;
- (d) complete and legible engine condition monitoring (**ECM**) data, including both take off and cruise performance and mechanical parameters covering the complete installation term of the Engine since delivery;



- (e) with respect to any part installed by the Respondents or any of them, during the term of the Engine lease and not removed prior to the return of an Engine:
 - (i) manufacturer, part number, nomenclature and serial number of life-limited parts, time controlled parts and serialised parts; and
 - (ii) historical records including but not limited to:
 - (A) serviceability status of the part at installation (ie FAA or EASA or CASA Release to Service tag in accordance with the requirements of section 6(c)(ii) of the GTA);
 - (B) for life-limited parts, time controlled parts and serialised parts, total time and cycles, time and, if applicable, cycles since overhaul as may be applicable and total time and, if applicable, cycles of the Engine at the time of part installation; and
 - (C) additionally for a life-limited part, documentation tracing usage of the part since new; and
- (f) any other Engine records generated by the Respondents during the Lease Term (as defined in section 2(b) of the GTA).

**Schedule 3**

No.

of 2020

Federal Court of Australia
District Registry: New South Wales
Division: General

Maintenance in a manner consistent with cl 18.3(e) of the GTA:

- 1 As at the time the aircraft objects in Schedule 2 are returned to the Applicants, the aircraft objects must have all due maintenance completed in accordance with the Approved Maintenance Program (as defined in the GTA) and must be in as serviceable a condition and good repair as when delivered to the First Respondent, fair wear and tear excepted in a manner consistent with cl 18.3 of the GTA.

Serviceable Tags as required by cl 18.3(g) of the GTA

- 2 Upon the return of the Equipment to the First Applicant, the Respondents must affix a serviceable tag to each of the Engines, pursuant to FAA/EASA requirements:
 - (a) either a completed FAA Form 8130-3 (marked approved for Return to Service in accordance with 14 CFR 43.9 and Release to Service in accordance with EASA Part 145.A.50); or
 - (b) alternatively, EASA Form One (marked approved for Release to Service in accordance with EASA Part 145.A.50 and Return to Service in accordance with 14 CFR 43.9); and
 - (c) an FAA Form 337.

All maintenance tasks related to the return of the Equipment (including, without limitation, Equipment testing, inspections, MPD tasks, preservation tasks, Equipment Repairs, Airworthiness Directives accomplished, Service Bulletins accomplished, and any other associated tasks) are to be included on the serviceable tag, in a manner consistent with cl 18.3(g) of the GTA.

**Shipment in a manner consistent with clause 18.3(h) of the GTA**

- 3 Prior to returning the aircraft objects in Schedule 2 to the Applicants, the Respondents or any of them must prepare each Engine identified in Schedule 2 for shipment by:
- (a) capping and plugging all openings of the Engine;
 - (b) preserving the Engine for long-term preservation and storage for a minimum of 365 days in accordance with the applicable manufacturer's procedures for the Engine;
 - (c) completely sealing the Engine in a Moisture Vapour Proof (MVP) Bag if provided by the Lessor or with heavy gauge vinyl plastic if the Lessor does not provide an MVP Bag;
 - (d) otherwise preparing the Engine for shipment and, if applicable, the shipment of the Engine, in accordance with the manufacturer's specifications/recommendations; and
 - (e) Any trucks used for shipment of the Engines must be equipped with air ride or air cushion tractors and trailers.

Statement of Agreed Facts

No. NSD714 of 2020

Federal Court of Australia
District Registry: NSW
Division: General

Wells Fargo Trust Company, National Association (as owner trustee) and others named in schedule 1

Applicants

VB LeaseCo Pty Ltd (Administrators Appointed) ACN 134 268 741 and others named in schedule 1

Respondents

For the purpose of the proceeding only, the Applicants and the Respondents agree the following facts:

1. The Second Applicant is authorised to bring this proceeding on behalf of the First Applicant.

General terms of lease agreements

2. On or about 24 May 2019, Willis Lease Finance Corporation (**Willis**) and VB LeaseCo Pty Ltd (Administrators Appointed) ACN 134 268 741 (**VB LeaseCo**) entered into an Engine Lease Support Agreement. [A copy of that document is at page 54 of Exhibit DP-2.]
3. On or about 24 May 2019, Wells Fargo, as lessor (**Lessor**), for the benefit of Willis entered into a General Terms Engine Lease Agreement (**GTA**) with VB LeaseCo, as lessee. [A copy of the GTA is at page 65 of Exhibit DP-2.]
4. On or about 24 May 2019, pursuant to a deed of guarantee and indemnity (**Guarantee**), Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965 (**Virgin Australia**) provided the Lessor with a guarantee and indemnity of VB LeaseCo's obligations in connection with the GTA, each aircraft engine lease agreement and each

Filed on behalf of (name & role of party)	Applicants		
Prepared by (name of person/lawyer)	Noel McCoy		
Law firm (if applicable)	Norton Rose Fulbright Australia		
Tel	Error! Unknown document property name.	Fax	
Email	noel.mccoy@nortonrosefulbright.com	Ref	4015052
Address for service	Level 5, 60 Martin Place, Sydney, NSW 2000		
(include state and postcode)	Email: noel.mccoy@nortonrosefulbright.com		

transaction document entered into or to be entered into pursuant to the GTA or a lease.

Engine 897193

5. On or about 24 May 2019, the Lessor, for the benefit of the Beneficiary, entered into an Aircraft Engine Lease Agreement with VB LeaseCo in respect of the equipment, including CFM International Engine Model CFM56-7B24/3 (currently configured as 7B26/3), with engine serial number 897193 (**Engine 897193**) and engine stand (**Engine Stand 897193**) with serial numbers:
 - (a) Cradle: P/N D71CRA00005G02, S/N MCC150728-1-4;
 - (b) Base: P/N D71TRO00005G03, S/N MCC150728-1-4,

(**Engine 897193 Lease**). [A copy of Engine 897193 Lease is at page 125 of Exhibit DP-2.]
6. VB LeaseCo sub-leased Engine 897193 to Virgin Australia by an Engine Sublease Agreement dated 24 May 2019 (**Engine 897193 Sublease**). [At page 151 of Exhibit DP-2 is a copy of Engine 897193 Sublease.]
7. By a Deed of Security Assignment dated 24 May 2019, VB LeaseCo, as assignor, assigned all of its rights in and to Engine 897193 Sublease to Wells Fargo as assignee. [A copy of that document is at page 180 of Exhibit DP-2.]
8. On or about 24 May 2019, Virgin Australia provided a Guarantee Confirmation (as defined in the Guarantee) to the Lessor and the Beneficiary in respect of Engine 897193. [At page 194 is a copy of the Guarantee Confirmation in respect of Engine 897193 Lease.]
9. On or about 24 May 2019, Willis delivered the following equipment to VB LeaseCo:
 - (a) Engine 897193;
 - (b) Engine Stand 897193;
 - (c) a QEC unit comprised of components set forth in Appendix A to Engine 897193 Lease;
 - (d) engine records, including a copy of the life-limited parts profile attached as Appendix B to Engine 897193 Lease.

[A copy of the delivery receipt dated 24 May 2019 is at page 195 of Exhibit DP-2].

Engine 896999

10. On or about 14 June 2019, the Lessor, for the benefit of the Beneficiary, entered into an Aircraft Engine Lease Agreement with VB LeaseCo in respect of the equipment, including CFM International Engine Model CFM56-7B26/3, with engine serial number 896999 (**Engine 896999**) and engine stand (**Engine Stand 896999**) with serial numbers:
 - (a) Cradle: P/N D71CRA00005G02, S/N MCC170335-1-1;
 - (b) Base: P/N D71TRO00005G03, S/N MCC170335-1-1,
(**Engine 896999 Lease**). [A copy of Engine 896999 Lease is at page 196 of Exhibit DP-2.]
11. VB LeaseCo sub-leased Engine 896999 to Virgin Australia by an Engine Sublease Agreement dated 14 June 2019 (**Engine 896999 Sublease**). [At page 220 of Exhibit DP-2 is a copy of Engine 896999 Sublease.]
12. By a Deed of Security Assignment dated 14 June 2019, VB LeaseCo, as assignor, assigned all of its rights in and to Engine 896999 Sublease to Wells Fargo as assignee [A copy of that document is at page 249 of Exhibit DP-2]
13. On or about 14 June 2019, Virgin Australia provided a Guarantee Confirmation (as defined in the Guarantee) to the Lessor and the Beneficiary in respect of Engine 896999
14. On or about 14 June 2019, Willis delivered the following equipment to VB LeaseCo:
 - (a) Engine 896999;
 - (b) Engine Stand 896999;
 - (c) a QEC unit comprised of the components set forth in Appendix A to Engine 896999 Lease;
 - (d) engine records, including a copy of the life-limited parts profile attached as Appendix B to Engine 896999 Lease.

[A copy of the delivery receipt dated 14 June 2019 is at page 264 of Exhibit DP-2].

Engine 888473

15. On or about 28 August 2019, the Lessor, for the benefit of the Beneficiary entered into an Aircraft Engine Lease Agreement with VB LeaseCo in respect of the equipment, including CFM International Engine Model CFM56-7B24 (currently configured as

7B26/3), with engine serial number 888473 (**Engine 888473**) and engine stand (**Engine Stand 888473**) with serial numbers:

- (a) Cradle: P/N D71CRA00005G02, S/N MCC150728-1-3;
 - (b) Base: P/N D71TRO00005G03, S/N MCC150728-1-3,
(**Engine 888473 Lease**). [A copy of Engine 888473 Lease is at page 265 of Exhibit DP-2.]
16. VB LeaseCo sub-leased Engine 888473 to Virgin Australia by an Engine Sublease Agreement dated 28 August 2019 (**Engine 888473 Sublease**). [At page 294 of Exhibit DP-2 is a copy of Engine 888473 Sublease.]
 17. By a Deed of Security Assignment dated 28 August 2019, VB LeaseCo, as assignor, assigned all of its rights in and to Engine 888473 Sublease to Wells Fargo as assignee. [A copy of that document is at page 323 of Exhibit DP-2.]
 18. On or about 28 August 2019, Virgin Australia provided a Guarantee Confirmation (as defined in the Guarantee) to the Lessor and the Beneficiary in respect of Engine 888473. [At page 337 of Exhibit DP-2 is a copy of the Guarantee Confirmation in respect of Engine 888473 Lease.]
 19. On or about 28 August 2019, Willis delivered the following equipment to VB LeaseCo:
 - (a) Engine 888473;
 - (b) Engine Stand 888473;
 - (c) a QEC unit comprised of the components set forth in Appendix A to Engine 888473 Lease;
 - (d) engine records, including a copy of the life-limited parts profile attached as Appendix B to Engine 888473 Lease.

[A copy of the delivery receipt dated 28 August 2019 is at page 338 of Exhibit DP-2].

Engine 894902

20. On or about 13 September 2019, the Lessor, for the benefit of the Beneficiary entered into an Aircraft Engine Lease Agreement with VB LeaseCo in respect of the equipment, including CFM International Engine Model CFM56-7B26/3, with engine serial number 894902 (**Engine 894902**) and engine stand (**Engine Stand 894902**) with serial numbers:

- (a) Cradle: P/N AM-2811-4800, S/N 769;
 - (b) Base: P/N AM2563-200, S/N 1216,
(**Engine 894902 Lease**). [A copy of Engine 894902 Lease is at page 339 of Exhibit DP-2.]
21. VB LeaseCo sub-leased Engine 894902 to Virgin Australia by an Engine Sublease Agreement dated 13 September 2019 (**Engine 894902 Sublease**). [At page 364 is a copy of Engine 894902 Sublease.]
 22. By a Deed of Security Assignment dated 13 September 2019, VB LeaseCo, as assignor, assigned all of its rights in and to Engine 894902 Sublease to Wells Fargo as assignee. [A copy of that document is at page 393 of Exhibit DP-2.]
 23. On or about 13 September 2019, Virgin Australia provided a Guarantee Confirmation (as defined in the Guarantee) to the Lessor and the Beneficiary in respect of Engine 894902. [At page 407 of Exhibit DP-2 is a copy of the Guarantee Confirmation in respect of Engine 894902 Lease.]
 24. On or about 13 September 2019, Willis delivered the following equipment to VB LeaseCo:
 - (a) Engine 894902;
 - (b) Engine Stand 894902;
 - (c) a QEC unit comprised of the components set forth in Appendix A to Engine 894902 Lease;
 - (d) engine records, including a copy of the life-limited parts profile attached as Appendix B to Engine 894902 Lease.

[A copy of the delivery receipt dated 13 September 2019 is at page 408 of Exhibit DP-2].

Engines

25. Each of Engine 897193, Engine 896999, Engine 888473, Engine 894902, together with all parts and attachments thereto (collectively, **Engines**) is a CFM56-7B model aircraft engine, which is used on Boeing 737-800 and 737-900 aircraft and has a jet propulsion with at least 24,200 pounds of thrust.
26. Engine 897193 is currently configured to operate as CFM56-7B26/3 engine.
27. Engine 896999 is currently configured to operate as a CFM56-7B26/3 engine.
28. Engine 888473 is currently configured to operate as a CFM56-7B26 engine.

29. Engine 894902 is currently configured to operate as a CFM56-7B26/3 engine.

Location of the Engines at 17 July 2020

30. As at 17 July 2020 the Engines are attached to four separate airframes in the following locations [appearing at page 495 of Exhibit DP-2]:

- (a) Engine 896999 is attached to airframe with registration VH-VOT at Melbourne Airport;
- (b) Engine 897193 is attached to airframe with registration VH-VUA at Melbourne Airport;
- (c) Engine 888473 is attached to airframe with registration VH-VOY in Melbourne Airport;
- (d) Engine 894902 is attached to airframe with registration VH-VUT in Adelaide Airport.

QECs

31. The QECs constitute certain components that are attached to the external part of the Engines to make them operable and comprise the components described in Appendix A of each of the Aircraft Engine Lease Agreements.

32. The QECs were delivered to VB LeaseCo in the "neutral" configuration.

Engine Stands

33. Each Engine Stand is a static metal structure used to secure the Engines for transportation.

34. Transportation of the Engines on the Engines Stands is in accordance with the Engine manufacturer's requirements for transportation.

35. Aircraft engine stands which are of the make, model described in the manufacturer's specifications for transporting the Engines can also be used for transportation of the Engines in place of the Engine Stands. The manufacturer's specifications set out other such stands at pages 60–65 of Exhibit GF-2 to the affidavit of Garry Failler affirmed 9 July 2020.

36. If an Engine is not transported according to the manufacturer's requirements, it is necessary to conduct an inspection of the bearings as these can be jarred in transportation (causing what is known as "Brinelling") and potentially fail and in turn cause the Engines to fail.

37. The records required to be provided under the leases to Willis upon redelivery of the Engines are required to assess each Engine's airworthiness.

Engine Records

38. Willis has created a ROIL for the Engines. The ROIL identifies the status of records provided by the Respondents as at 17 July 2020 in respect of the Engines. A copy of the ROIL is at pages 624 to 627 of the Court book.

Rental

39. The GTA and Engine 897193 Lease, Engine 896999 Lease, Engine 888473 Lease and Engine 894902 Lease provide for monthly and daily rental for the Engines at the rates specified in the following table:

Equipment (including Engines, Engine Stands, QEC units, Records)	Monthly Rent	Daily Rent
Engine No 1 [897193] + Engine Stand: Cradle: P/N D71CRA00005G02 S/N MCC150728-1-4; Base: P/N D71TRO00005G03 S/N MCC150728-1-4	US\$64,000 per month when Engine is operated as CFM56-7B26 (current configuration).	US\$2,098.36
Engine No 2 [896999] + Engine Stand: Cradle: P/N D71CRA00005G02 S/N MCC170335-1-1; Base: P/N D71TRO00005G03 S/N MCC170335-1-1	US\$64,000 per month when Engine is operated as CFM56-7B26 (current configuration).	US\$2,098.36
Engine No 3 [888473] + Engine Stand: Cradle: P/N D71CRA00005G02 S/N MCC150728-1-3; Base: P/N D71TRO00005G03 S/N MCC150728-1-3	US\$64,000 per month when Engine is operated as CFM56-7B26 (current configuration).	US\$2,098.36
Engine No 4 [894902] + Engine Stand: Cradle: P/N AM-2811-4800 S/N 769; Base: P/N AM2563-200, S/N 1216	US\$64,000 per month when Engine is operated as CFM56-7B26 (current configuration).	US\$2,098.36

Administration

40. On 20 April 2020, Vaughan Strawbridge, Salvatore Algeri, John Greig and Richard Hughes of Deloitte (**Administrators**) were appointed as voluntary administrators to VB LeaseCo, Virgin Australia and certain of their related entities, by resolution of the

directors of each of those companies pursuant to section 436A of the *Corporations Act 2001* (Cth) (**Corporations Act**).

41. On 23 April 2020, the Administrators filed an application (**First Application**) in the Federal Court of Australia.
42. On 24 April 2020 Court made orders in the First Application. [[2020] FCA 571].
43. On 12 May 2020, the Administrators filed an application (**Second Application**) in the Federal Court of Australia.
44. On 13, 15 and 20 May 2020 the Court made orders in the Second Application. [[2020] FCA 717]
45. On 25 May 2020, the Court made orders that, among other things, provided that the time within which the Administrators could issue a notice under section 443B(3) of the Corporations Act be extended to 16 June 2020 in respect of aircraft leased property. [[2020] FCA 726]

Information given to Applicants

46. The Administrators issued a notice pursuant to section 443B(3) of the Corporations Act (**443B(3) Notice**) to the Applicants on 16 June 2020 stating that the Administrators did not propose to exercise rights in relation to in relation to "the specified property in Schedule B" to the notice. A table listing each of the Engine 897193 Lease, the Engine 896999 Lease, the Engine 888473 Lease and the Engine 894902 Lease (together, the **Engine Leases**) is set out in Schedule B to the 443B(3) Notice. The table specified that Engine 896999, Engine 897193 and Engine 888473 were located at Melbourne Airport and that Engine 894902 was located at Adelaide Airport [Page 491 of Exhibit DB-2].
47. On 18 June 2020, Ian Boulton of the Administrators' firm sent an email to Garry Failler and Steve Chirico of the Applicants identifying the locations of the Engine Stands. That email also summarised the locations of the Engines, but inadvertently transposed the locations of Engine 894902 and Engine 897193 specified in the table scheduled to the 443B(3) Notice [Pages 503–505 of Exhibit DB-2].
48. On 8 July 2020 the Respondents provided the Applicants with access to an online "data room" containing Operator Records.
49. On and from 8 July 2020, the vast majority of the Historical Operator Records were provided by the Respondents to the Applicants.
50. Those records that have been provided are described as "Closed" in the ROIL.
51. The Respondents have not provided any of the End of Lease Operator Records to the Applicants.

52. The Respondents have not provided any of the “Lease Inspection Records from Engine Shop.”

Schedule 1

No. NSD 714 of 2020

Federal Court of Australia
District Registry: New South Wales
Division: General

Applicants

Second Applicant: **Willis Lease Finance Corporation**

Respondents

Second Respondent: **Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965**

Third Respondent: **Vaughan Neil Strawbridge, John Lethbridge Greig, Salvatore Algeri & Richard John Hughes (in their capacity as voluntary administrators of the First and Second Respondents)**

Date: 28 July 2020