

## NOTICE OF FILING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 30/09/2020 9:42:18 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: NSD818/2020  
File Title: IN THE MATTER OF VAH NEWCO NO. 2 PTY LTD (IN LIQUIDATION) ACN 160 881 354 AND VB INVESTCO PTY LTD (IN LIQUIDATION) ACN 101 961 095  
Registry: NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA



*Sia Lagos*

Dated: 30/09/2020 9:42:26 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. NSD818 of 2020

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

**IN THE MATTER OF VAH NEWCO NO.2 PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 160 881 354 AND VB INVESTCO PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 101 961 095**

**RICHARD HUGHES IN HIS CAPACITY AS LIQUIDATOR OF EACH OF VAH NEWCO NO.2 PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) AND VB INVESTCO PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT)**

First Plaintiff

**AND OTHERS IN THE SCHEDULE**

Affidavit of: **Kassandra Suzann Adams**  
Address: Level 15, 1 Bligh Street, Sydney NSW 2000  
Occupation: Solicitor  
Date: 30 September 2020

**Contents**

Document number	Details	Paragraph	Page
1	Affidavit of Kassandra Suzann Adams sworn on 30 September 2020	All	1-4
2	Annexure "A", being a copy of Mr David Lombe's email to ASIC dated 30 September 2020	4	5-7
5	Annexure "B", being a copy of the email sent to the Virgin Group creditors dated 30 September 2020 on the Halo Platform	6	8
6	Annexure "C", being a copy of the email sent to the Virgin Group creditors dated 30 September 2020 to their email addresses	6	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]

L\337297018.2

I, Cassandra Suzann Adams, solicitor of Clayton Utz, Level 15, 1 Bligh Street, Sydney NSW 2000 swear:

1. I am a solicitor employed by Clayton Utz, solicitors for the Plaintiffs. I have the day to day carriage of this matter under the supervision of Timothy Sackar, a partner of Clayton Utz.
2. 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.
3. I make this affidavit in relation to the Plaintiffs' Interlocutory Process dated 30 September 2020 (**Interlocutory Process**). At 1:45pm on 30 September 2020, I caused to be submitted the Interlocutory Process to the Court's registry for filing on behalf of the Plaintiffs, together with a supporting affidavit of Richard John Hughes dated 30 September 2020 (**Hughes Affidavit**) and its exhibit marked RJH-2 (**Exhibit RJH-2**).

#### **NOTICE OF THE INTERLOCUTORY PROCESS TO AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION (ASIC)**

4. I am informed by David Lombe, Special Principal, Restructuring Services at Deloitte Touche Tohmatsu (of which Deloitte Financial Advisory Pty Ltd is a wholly owned subsidiary) (**Deloitte**) (**Mr Lombe**) and verily believe to be true that on 30 September 2020:
  - (a) at 3.01pm, Mr Lombe sent an email to Yvan Dang, Thea Eszenyi, Carl Sibia and Adrian Furby, each employed by ASIC. The email gave notice of the Interlocutory Process and attached a copy of the Interlocutory Process, the Hughes Affidavit and the Microsoft Teams link and dial in details for the hearing listed for 2.15pm on Friday, 2 October 2020 ; and
  - (b) at 3.11pm, Ms Dang, Senior Accountant, Insolvency Practitioners, ASIC confirmed receipt of the email from Mr Lombe.

A copy of the chain of correspondence (excluding its attachment as it is in the same form as filed with the Court) between Mr Lombe and Ms Dang is annexed to this affidavit and marked **Annexure A**.

#### **NOTICE OF THE INTERLOCUTORY PROCESS TO THE CREDITORS OF THE SECOND AND THRID PLAINTIFFS**

5. I am informed by Matthew Carr, Manager, Restructuring Services at Deloitte (**Mr Carr**) and verily believe to be true that on:
  - (a) 30 September 2020 at 3.30pm , Mr Carr sent an email via Halo to the 12,847 creditors that have registered as users (**Halo Users**); and
  - (b) 30 September 2020 at 3.44pm, Mr Carr sent an email to the known email address of the 1,995 creditors that have not registered on the Halo Platform (**Non-Halo Users**).
6. Each of the emails referred to paragraph 5 above:
  - (a) notified all known creditors of the Second Plaintiff, the Third Plaintiffs and of Virgin Australia Holdings Limited (Subject to Deed of Company Arrangement) and its subsidiaries in the deed administration (**Virgin Group**), that the First Plaintiff has caused to be filed an application to terminate the members' voluntary liquidation of the Second



and Third Plaintiffs, to be heard at 2.15pm on 2 October 2020 before Justice Middleton in the Federal Court of Australia;

- (b) attached a copy of the Interlocutory Process and the Hughes Affidavit (excluding Exhibit RJH-2); and
- (c) informed creditors that due to the file size of Exhibit RJH-2, that they could obtain a copy of Exhibit RJH-2 by emailing *virginadmin@deloitte.com.au* or visiting *www.deloitte.com/au/virgin* once the documents had been uploaded..

A copy of the email sent to the Halo Users is annexed to this affidavit and marked **Annexure B** and a copy of the email sent to the Non-Halo Users is annexed to this affidavit and marked **Annexure C**.

- 7. I am informed by Mr Carr that as a result of the Halo Users email being sent by via Halo and the Non-Halo Users email being sent by blind copy, to each of the creditors, the print-out of the emails contained in Annexure B and Annexure C do not identify the relevant recipients, however I verily being that the creditors referred to in paragraph 5 and 6 were issued the respective emails.

Sworn by the deponent  
at Sydney  
in New South Wales  
on 30 September 2020  
Before me:

)  
)  
)  
)  
)



Signature of **Kassandra Suzann Adams**



Signature of witness  
**Thomas John Gardner, Solicitor**

**SCHEDULE**

No. NSD818 of 2020

Federal Court of Australia

District Registry: New South Wales

Division: Commercial and Corporations List

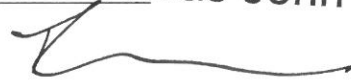
**IN THE MATTER OF VAH NEWCO NO. 2 PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 160 881 354 AND VB INVESTCO PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 101 961 095**

**Plaintiffs**

First Plaintiff	RICHARD HUGHES IN HIS CAPACITY AS LIQUIDATOR OF EACH OF VAH NEWCO NO.2 PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 160 881 354 AND VB INVESTCO PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 101 961 095
Second Plaintiff	VAH NEWCO NO.2 PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 160 881 354
Third Plaintiff	VB INVESTCO PTY LTD (IN LIQUIDATION) (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 101 961 095
Fourth Plaintiffs	SALVATORE ALGERI, VAUGHAN NEIL STRAWBRIDGE AND JOHN LETHBRIDGE GREIG

This and the following 3 pages is  
Annexure A referred to in the affidavit of  
Kassandra Suzann Adams sworn on 30  
September 2020

Before me

Thomas John Gardner  
  
Solicitor

---

Yvan <Yvan.Dang@asic.gov.au>

**Sent:** Wednesday, 30 September 2020 3:11 PM

**To:** Lombe, David <dlombe@deloitte.com.au>

**Cc:** Thea Eszenyi <Thea.Eszenyi@asic.gov.au>; Carl Sibilila <Carl.Sibilila@asic.gov.au>; Adrian Furby <Adrian.Furby@asic.gov.au>

**Subject:** [EXT]RE: Virgin - MVL Application [SEC=OFFICIAL]

Thanks David.

**Yvan Dang**

Senior Accountant, Insolvency Practitioners

**Australian Securities and Investments Commission**

Level 7, 120 Collins Street, Melbourne, 3000

Tel: +61 3 9280 3405

[yvan.dang@asic.gov.au](mailto:yvan.dang@asic.gov.au)



**ASIC**

---

**From:** Lombe, David <dlombe@deloitte.com.au>

**Sent:** Wednesday, 30 September 2020 3:01 PM

**To:** Yvan Dang <Yvan.Dang@asic.gov.au>; Thea Eszenyi <Thea.Eszenyi@asic.gov.au>;  
Carl Sibilila <Carl.Sibilila@asic.gov.au>; Adrian Furby <Adrian.Furby@asic.gov.au>

**Subject:** Virgin - MVL Application

**Importance:** High

**EXTERNAL EMAIL: Do not click any links or open any attachments unless you trust the sender and know the content is safe.**

Dear Yvan,

**Court Application - In the matter of VAH Newco No. 2 Pty Ltd (In Liquidation) (Subject to Deed of Company Arrangement) ACN 160 881 354 ("VAH") and VB Investco Pty Ltd (In Liquidation) (Subject to Deed of Company Arrangement) ACN 101 961 095 ("VB Investco"), Federal Court of Australia Proceeding Number NSD818/2020 ("Proceeding")**

I wanted to take this opportunity to advise you that the Deed Administrators have approached the Court in relation to an application in the above Proceeding to seek to terminate the members' voluntary liquidation of both VAH and VB Investco.

Accordingly, please find attached a copy of:

1. unsealed interlocutory process filed in the Proceeding on 30 September 2020; and
2. unsealed affidavit of Richard John Hughes together with Exhibit RJG-2 filed in the Proceeding on 30 September 2020.

Please note the matter is listed for Hearing via Microsoft Teams (tele-conference) in the Federal Court of Australia at **2:15pm on Friday, 2 October 2020** before the Honourable Justice Middleton and can be accessed via the below link/dial in details:

**Join Microsoft Teams Meeting**

[+61 2 9161 1229](tel:+61291611229) Australia, Sydney (Toll)

Conference ID: 670 499 709#

[Local numbers](#) | [Reset PIN](#) | [Learn more about Teams](#) | [Meeting options](#)

Join with a video conferencing device

[862016018@t.plcm.vc](mailto:862016018@t.plcm.vc) VTC Conference ID: 1393635555

[Alternate VTC dialing instructions](#)

If you have any questions please do not hesitate to contact me.

Kind regards,

David

**David Lombe**

Special Principal | Restructuring Services  
Deloitte Financial Advisory Pty Ltd  
Grosvenor Place, 225 George Street, Sydney, NSW, 2000  
D: +61 2 9322 7400 | F: +61 2 9322 7001  
[dlombe@deloitte.com.au](mailto:dlombe@deloitte.com.au) | [www.deloitte.com](http://www.deloitte.com)

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103132 Case(s)

Download List

Sent email to 12847 user(s) of 103132 case(s).

**Sender**

Virgin Halo Administrator <virginhalo@deloitte.com.au>

**Subject**

Virgin Australia Group | Notice of Court Application

**Content**

Dear Sir/Madam,

**Court Application - In the matter of VAH Newco No. 2 Pty Ltd (In Liquidation) (Subject to Deed of Company Arrangement) ACN 160 881 354 ("VAH") and VB Investco Pty Ltd (In Liquidation) (Subject to Deed of Company Arrangement) ACN 101 961 095 ("VB Investco"), Federal Court of Australia Proceeding Number NSD818/2020 ("Proceeding")**

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Due to the file size of the 'Exhibit RH-2', any creditor who wishes to obtain this document can request a copy by email at [virginadmin@deloitte.com.au](mailto:virginadmin@deloitte.com.au) or once the document has been uploaded to our website: [www.deloitte.com/au/virgin](http://www.deloitte.com/au/virgin).

**Why am I receiving this email?**

The Court has directed the Deed Administrators to provide notice of this matter to all known creditors of the Virgin Australia Group.

**What action is required by me?**

No action is required by you, the purpose of this email is to keep you informed of the Orders that the Deed Administrators are seeking to obtain from the Court.

This matter is listed for Hearing via Microsoft Teams (tele-conference) in the Federal Court of Australia at **2:15pm** on **Friday, 2 October 2020** before the Honourable Justice Middleton and should you wish to attend, the hearing can be accessed via the below link/dial in details:

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Kind regards,

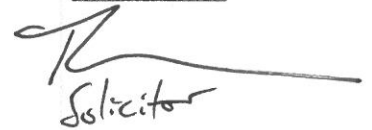
**Vaughan Strawbridge, Sal Algeri, John Greig and Richard Hughes**  
**Joint and Several Deed Administrators of the Virgin Australia Group**

 Affidavit of Richard Hughes.pdf

 Interlocutory Process dated 30 September 2020 (1).pdf

Performed by Carr, Matthew on 30 Sep 2020 03:30 PM

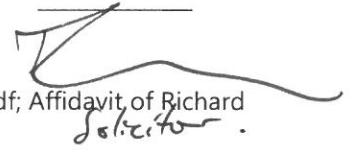
Before me  
**Thomas John Gardner**



Solicitor

Before me  
**Thomas John Gardner**

**From:** Virgin Admin <virginadmin@deloitte.com.au>  
**Sent:** Wednesday, 30 September 2020 3:44 PM  
**Subject:** Virgin Australia Group | Notice of Court Application  
**Attachments:** Interlocutory Process dated 30 September 2020 (1).pdf; Affidavit of Richard Hughes.pdf



Dear Sir/Madam,

**Court Application - In the matter of VAH Newco No. 2 Pty Ltd (In Liquidation) (Subject to Deed of Company Arrangement) ACN 160 881 354 ("VAH") and VB Investco Pty Ltd (In Liquidation) (Subject to Deed of Company Arrangement) ACN 101 961 095 ("VB Investco"), Federal Court of Australia Proceeding Number NSD818/2020 ("Proceeding")**

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Alternate VTC dialing instructions

Kind regards,

**Vaughan Strawbridge, Sal Algeri, John Greig and Richard Hughes**  
**Joint and Several Deed Administrators of the Virgin Australia Group**

**Deloitte**

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