

NOTICE OF FILING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 24/04/2020 11:24:52 AM 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: 24/04/2020 11:25:11 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.

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: 24 April 2020

Contents

Document number	Details	Paragraph	Pages
1	Affidavit of Matthew Carr affirmed on 24 April 2020.	All	1 - 8
2 - 25	Emails sent from Matthew Carr to creditors of the Second to Thirty-Ninth Plaintiffs titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " dated 23 April 2020	3	9 - 30

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
26	Print-out from the Deloitte website page https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subsidiaries.html?nc=1 as at 23 April 2020	5	31 - 35

I Matthew Carr, Manager, 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 Thursday, 23 April 2020 I sent emails to 10,232 of the known creditors of the Second to Thirty-Ninth Plaintiffs titled "*Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)*". Each of the emails:
 - (a) notified creditors that the First Plaintiffs have caused to be filed an application pursuant to sections 443B(8) and 447A of the *Corporations Act 2001* (Cth) to be heard at 10.15am on Friday, 24 April 2020 before Justice Middleton in the Federal Court of Australia by way of Microsoft Teams (**Hearing**);
 - (b) attached a copy of Originating Process filed in the proceeding on 23 April 2020 and the Affidavit of Vaughan Neil Strawbridge filed in the proceeding on 23 April 2020 (**VNS Affidavit**);
 - (c) provided details of the Microsoft Teams Meeting Conference ID for the Hearing; and
 - (d) notified creditors that they can contact virginadmin@deloitte.com.au if they require a copy of Exhibit VNS-1 to the VNS Affidavit.

Copies of each of the emails I caused to be sent (without attachments), which are in identical terms, are at **Annexures A to X** of this affidavit (as detailed below).

4. As a result of emails being sent by blind copy to each of the creditors, the print-out of the emails contained in Annexures A to X do not confirm the relevant recipients, however I confirm that that a total of 10232 creditors of the Second to Thirty-Ninth Plaintiffs were issued the email, as broken down in the table below, which specifies the number of creditors to whom each email was sent:

Description of email	Annexure
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:37pm	A

Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 9:56pm	B
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:30 pm	C
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:29pm	D
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:27pm	E
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:25pm	F
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:23pm	G
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:17pm	H
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:16 pm	I
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:15pm	J
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:14pm	K
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:13pm	L
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:11pm	M

Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:11pm	N
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:37 pm	O
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:08pm	P
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:07pm	Q
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:04pm	R
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:03pm	S
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:52pm	T
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 11:21pm	U
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:04pm	V
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:14pm	W
Email sent from Matthew Carr titled " <i>Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)</i> " on 23 April 2020 at approximately 10:17pm	X

5. On 23 April 2020, I caused a notice to be sent by post setting out the matters detailed in subparagraphs 3(a) - 3(d) above, including attaching copies of the documents referred to in

paragraph 3(b), to the following creditors (for whom email addresses, if any, are not known to the Administrators):

- (a) US Internal Revenue Service, Centralized Insolvency Operation, Post Office Box 7346 Philadelphia, PA 19101-7346;
- (b) Canada Revenue Service, Surrey National Verification and Collection Centre, Canada Revenue Agency 9755 King George Boulevard, Surrey BC V3T 5E1; and
- (c) Sandalwood Mountains Associates Llc, 220 S King St STE 1600, Honolulu, Hawaii 96813, United States.

I did not retain a copy or a record of the notices issued to the creditors listed in items 5(a) to 5(c) above.

6. On 23 April 2020 I caused to be uploaded to the Deloitte website at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subsidiaries.html?nc=1> a statement setting out the matters detailed in sub-paragraphs 3(a) - 3(d) above (**Website Notice**). In addition, the Website Notice notifies creditors that, if further details of the Hearing or a copy of Exhibit VNS-1 to the VNS Affidavit are required, they can contact virginadmin@deloitte.com.au. A print-out of the Deloitte Website page is at **Annexure Y** of this affidavit.

Affirmed by the deponent
at Brisbane
in Queensland
on 24 April 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

McCloy, Madeleine Before me _____

From: Virgin Admin
Sent: Thursday, 23 April 2020 10:37 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

Dear Sir / Madam

Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)

Vaughan Strawbridge, John Greig, Sal Algeri and Richard Hughes were appointed Joint and Several Administrators (**Administrators**) of Virgin Australia Holdings Limited ACN 100 686 226 and certain entities listed in Schedule A (**attached**) on 20 April 2020, pursuant to the provisions of Section 436A of the *Corporations Act 2001* (Cth).

On 23 April 2020, the Administrators caused to be filed an application pursuant to sections 443B(8) and 447A of the *Corporations Act 2001* (Cth) to be heard at 10.15am on Friday, 24 April 2020 before Justice Middleton in the Federal Court of Australia by way of Microsoft Teams (**Hearing**).

In relation to the Hearing, please find attached copies of the following documents:

1. Originating Process dated 23 April 2020 filed in the Proceeding; and
2. Affidavit of Vaughan Neil Strawbridge in support of the Originating Application, filed in the Proceeding on 23 April 2020.

The Microsoft Teams Meeting Conference ID in order to join the Hearing is: **146 961 71#**.

Should you require a copy of Exhibit VNS-1 referred to the Affidavit of Vaughan Neil Strawbridge sworn 23 April 2020, please contact virginadmin@deloitte.com.au.

Kind regards,

--

Matthew Carr
Manager | Restructuring Services
Deloitte Financial Advisory Pty Ltd
Level 23, 123 Eagle Street, Brisbane QLD 4000
www.deloitte.com.au

--

Deloitte.

Please consider the environment before printing.

McCloy, Madeleine

Before me _____

From: Virgin Admin
Sent: Thursday, 23 April 2020 9:56 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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Vaughan Strawbridge, John Greig, Sal Algeri and Richard Hughes were appointed Joint and Several Administrators (**Administrators**) of Virgin Australia Holdings Limited ACN 100 686 226 and certain entities listed in Schedule A (**attached**) on 20 April 2020, pursuant to the provisions of Section 436A of the *Corporations Act 2001* (Cth).

On 23 April 2020, the Administrators caused to be filed an application pursuant to sections 443B(8) and 447A of the *Corporations Act 2001* (Cth) to be heard at 10.15am on Friday, 24 April 2020 before Justice Middleton in the Federal Court of Australia by way of Microsoft Teams (**Hearing**).

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Kind regards,

--

Matthew Carr
Manager | Restructuring Services
Deloitte Financial Advisory Pty Ltd
Level 23, 123 Eagle Street, Brisbane QLD 4000
www.deloitte.com.au

--

Deloitte.

Please consider the environment before printing.

McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:30 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

Dear Sir / Madam

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Deloitte Financial Advisory Pty Ltd
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www.deloitte.com.au

Deloitte.

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:29 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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Manager | Restructuring Services
Deloitte Financial Advisory Pty Ltd
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Deloitte.

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:27 PM
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Matthew Carr
Manager | Restructuring Services
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Level 23, 123 Eagle Street, Brisbane QLD 4000
www.deloitte.com.au

Deloitte.

Please consider the environment before printing.

McCloy, Madeleine

Before me _____

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Deloitte Financial Advisory Pty Ltd
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McCloy, Madeleine

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Vaughan Strawbridge, John Greig, Sal Algeri and Richard Hughes were appointed Joint and Several Administrators (**Administrators**) of Virgin Australia Holdings Limited ACN 100 686 226 and certain entities listed in Schedule A (**attached**) on 20 April 2020, pursuant to the provisions of Section 436A of the *Corporations Act 2001* (Cth).

On 23 April 2020, the Administrators caused to be filed an application pursuant to sections 443B(8) and 447A of the *Corporations Act 2001* (Cth) to be heard at 10.15am on Friday, 24 April 2020 before Justice Middleton in the Federal Court of Australia by way of Microsoft Teams (**Hearing**).

In relation to the Hearing, please find attached copies of the following documents:

1. Originating Process dated 23 April 2020 filed in the Proceeding; and
2. Affidavit of Vaughan Neil Strawbridge in support of the Originating Application, filed in the Proceeding on 23 April 2020.

The Microsoft Teams Meeting Conference ID in order to join the Hearing is: **146 961 71#**.

Should you require a copy of Exhibit VNS-1 referred to the Affidavit of Vaughan Neil Strawbridge sworn 23 April 2020, please contact virginadmin@deloitte.com.au.

Kind regards

Matthew Carr
Manager | Restructuring Services
Deloitte Financial Advisory Pty Ltd
Level 23, 123 Eagle Street, Brisbane QLD 4000
www.deloitte.com.au

Deloitte.

Please consider the environment before printing.

McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:17 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

Dear Sir / Madam

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:16 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

Dear Sir / Madam

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:15 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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From: Virgin Employees
Sent: Thursday, 23 April 2020 10:14 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:13 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:11 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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From: Virgin Employees
Sent: Thursday, 23 April 2020 10:11 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:09 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:08 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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Kind regards

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:07 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:04 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:03 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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McCloy, Madeleine

Before me _____

From: Virgin Employees
Sent: Thursday, 23 April 2020 10:52 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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McCloy, Madeleine

Before me _____

From: Virgin Suppliers
Sent: Thursday, 23 April 2020 11:21 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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Before me _____

From: Virgin Admin
Sent: Thursday, 23 April 2020 10:04 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

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Matthew Carr
Manager | Restructuring Services
Deloitte Financial Advisory Pty Ltd
Level 23, 123 Eagle Street, Brisbane QLD 4000
www.deloitte.com.au

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McCloy, Madeleine

Before me _____

From: Virgin Admin
Sent: Thursday, 23 April 2020 10:14 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
Attachments: Originating Process.pdf; Affidavit of V Strawbridge.PDF; Schedule A - Virgin Group Entities (all Administrators Appointed).pdf

Dear Sir / Madam

Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)

Vaughan Strawbridge, John Greig, Sal Algeri and Richard Hughes were appointed Joint and Several Administrators (**Administrators**) of Virgin Australia Holdings Limited ACN 100 686 226 and certain entities listed in Schedule A (**attached**) on 20 April 2020, pursuant to the provisions of Section 436A of the *Corporations Act 2001* (Cth).

On 23 April 2020, the Administrators caused to be filed an application pursuant to sections 443B(8) and 447A of the *Corporations Act 2001* (Cth) to be heard at 10.15am on Friday, 24 April 2020 before Justice Middleton in the Federal Court of Australia by way of Microsoft Teams (**Hearing**).

In relation to the Hearing, please find attached copies of the following documents:

1. Originating Process dated 23 April 2020 filed in the Proceeding; and
2. Affidavit of Vaughan Neil Strawbridge in support of the Originating Application, filed in the Proceeding on 23 April 2020.

The Microsoft Teams Meeting Conference ID in order to join the Hearing is: **146 961 71#**.

Should you require a copy of Exhibit VNS-1 referred to the Affidavit of Vaughan Neil Strawbridge sworn 23 April 2020, please contact virginadmin@deloitte.com.au.

Kind regards,

--

Matthew Carr
Manager | Restructuring Services
Deloitte Financial Advisory Pty Ltd
Level 23, 123 Eagle Street, Brisbane QLD 4000
www.deloitte.com.au

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McCloy, Madeleine

Before me _____

From: Virgin Admin
Sent: Thursday, 23 April 2020 10:17 PM
Subject: Notice of Application in the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & Ors, Federal Court of Australia Proceeding Number NSD464/2020 (Proceeding)
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Kind regards,

--

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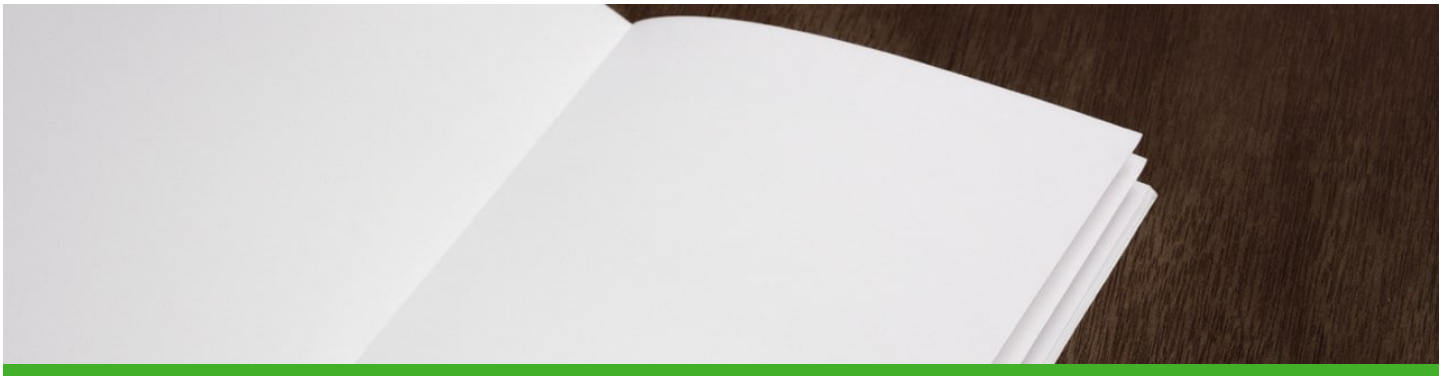
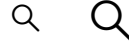
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This and the following 4 pages is the annexure marked Y referred to in the Affidavit of MC sworn on 24 April 2020

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Case studies

Virgin Australia Holdings Limited and subsidiaries Insolvency case information

Details

Appointment type:	Voluntary Administration
Appointment date:	20 April 2020
ACN:	<p>Virgin Australia Holdings Ltd ACN 100 686 226</p> <p>Virgin Australia International Operations Pty Ltd ACN 155 859 608</p> <p>Virgin Australia International Holdings Pty Ltd ACN 155 860 021</p> <p>Virgin Australia International Airlines Pty Ltd ACN 125 580 823</p> <p>Virgin Australia Airlines (SE Asia) Pty Ltd ACN 097 892 389</p> <p>Virgin Australia Airlines Holdings Pty Ltd ACN 093 924 675</p> <p>VAH Newco No.1 Pty Ltd ACN 160 881 345</p> <p>Tiger Airways Australia Pty Limited ACN 124 369 008</p>

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- ASIC Insolvency information sheets
- Help for workers who have recently lost their jobs Job Services Australia publication

FAQs

- Creditors FAQs

Forms

- Proof of Debt Form
- Proxy Form

Related documents

- Originating Process 23 April 2020
- Affidavit of Vaughan Neil Strawbridge 23 April 2020
- Notice to Creditors

Virgin Australia Airlines Pty Ltd
ACN 090 670 965VA

Borrower 2019 No. 1 Pty Ltd
ACN 633 241 059VA

Borrower 2019 No. 2 Pty Ltd
ACN 637 371 343

Virgin Tech Pty Ltd
ACN 101 808 879

Short Haul 2018 No. 1 Pty Ltd
ACN 622 014 831

Short Haul 2017 No. 1 Pty Ltd
ACN 617 644 390

Short Haul 2017 No. 2 Pty Ltd
ACN 617 644 443

Short Haul 2017 No. 3 Pty Ltd
ACN 622 014 813

VBNC5 Pty Ltd
ACN 119 691 502

A.C.N. 098 904 262 Pty Ltd
ACN 098 904 262

Virgin Australia Regional Airlines Pty Ltd
ACN 008 997 662

Virgin Australia Holidays Pty Ltd
ACN 118 552 159

VB Ventures Pty Ltd
ACN 125 139 004

Virgin Australia Cargo Pty Ltd
ACN 600 667 838

VB Leaseco Pty Ltd
ACN 134 268 741

VA Hold Co Pty Ltd
ACN 165 507 157

VA Lease Co Pty Ltd
ACN 165 507 291

Virgin Australia 2013-1 Issuer Co Pty Ltd
ACN 165 507 326

737 2012 No.1 Pty. Ltd
ACN 154 201 859

737 2012 No. 2 Pty Ltd
ACN 154 225 064

Short Haul 2016 No. 1 Pty Ltd
ACN 612 766 328

Short Haul 2016 No. 2 Pty Ltd
ACN 612 796 077

Short Haul 2014 No. 1 Pty Ltd
ACN 600 809 612

Short Haul 2014 No. 2 Pty Ltd
ACN 600 878 199

VA Regional Leaseco Pty Ltd
ACN 127 491 605

VB 800 2009 Pty Ltd
ACN 135 488 934

VB Leaseco No 2 Pty Ltd
ACN 142 533 319

VB LH 2008 No. 1 Pty Ltd
ACN 134 280 354

VB LH 2008 No. 2 Pty Ltd
ACN 134 288 805

VB PDP 2010-11 Pty Ltd

Virgin Australia Holdings Limited
 ACN 140 818 266

Appointee(s): Vaughan Strawbridge, Richard Hughes, John Greig, Salvatore Algeri

Office: Brisbane

Enquiries:

General enquiries	Media enquiries
virginadmin@deloitte.com.au	Simon Rushton
Supplier enquiries	Tel: +61 2 9322 5562
virginsuppliers@deloitte.com.au	Email
Employee enquiries	
virginemployees@deloitte.com.au	
Customer enquiries	
virgincustomers@deloitte.com.au	

URL: www.deloitte.com/au/virgin

Background information

Vaughan Strawbridge, John Greig, Sal Algeri and Richard Hughes were appointed Joint and Several Administrators (Administrators) of Virgin on 20 April 2020, pursuant to the provisions of Section 436A of the Corporations Act 2001 (Act).

As the Administrators:

- we assume responsibility for the business and operations of Virgin. Subject to the various COVID-19 restrictions that are in place, we intend to continue trading Virgin's business whilst we undertake a process to recapitalise the business to bring it out of administration as soon as possible
- Houlihan Lokey, who were appointed by Virgin prior to our appointment to seek a recapitalisation of Virgin, will be retained to continue this work with management and the Administrators
- we are responsible for dealing with the staff and suppliers of the business in respect to the ongoing trading of the business from the date of our appointment.

Whilst we assume responsibility for the business, Paul Scurrah and the Virgin management team will continue to be in charge of the operations of the business, with support from our team and us. We are working with management to support the review and roll out role of Virgin's strategic plans to provide the platform for enhanced profitability and viability of Virgin when COVID-19 impacts break.

In respect of Houlihan Lokey's appointment, a number of parties have already registered their interest in being involved in seeing Virgin come through this process as a restructured financially secure business, which can re-commence normal operations as soon as possible as the COVID-19 pandemic allows.

We are committed to working with the Virgin and Houlihan Lokey team to ensure the success of this process which is intended to continue the employment of the majority of the current 10,000 strong Virgin team, whilst obtaining the best outcome for all stakeholders.

We will update you as this work progresses and on the expected timetable for the recapitalisation. All communication should continue through existing reporting lines within the Virgin team.

Notice to Creditors of Joint and Several Administrators Application to Court:

On 23 April 2020, Vaughan Strawbridge, John Greig, Sal Algeri and Richard Hughes in their capacity as Joint and Several Administrators caused to be filed an application pursuant to sections 443B(8) and 447A of the Corporations Act 2001 (Cth) to be heard at 10.15am on Friday, 24 April 2020 before Justice Middleton in the Federal Court of Australia by way of Microsoft Teams (**Hearing**).

Should you require details of the Hearing or a copy of Exhibit VMS 1 to the Affidavit of Vaughan Neil Strawbridge sworn

Should you require details of the hearing or a copy of exhibit VINS-1 to the Affidavit of Vaughn Hill Strawbridge Sworn 23 April 2020, please contact virginadmin@deloitte.com.au.

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