

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 VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) AND THE THIRD TO FORTIETH PLAINTIFFS NAMED IN SCHEDULE 1

First Plaintiffs

AND OTHERS NAMED IN THE SCHEDULE

Plaintiffs

Affidavit of: **Kassandra Suzann Adams**
Address: Level 15, 1 Bligh Street, Sydney NSW 2000
Occupation: Solicitor
Date: 29 July 2020

Contents

Document number	Details	Paragraph	Page
1.	Affidavit of Kassandra Suzann Adams sworn on 29 July 2020	All	1
2.	Annexure "A", being a copy of Mr David Lombe's email to ASIC dated 29 July 2020	4	8
3.	Annexure "B", being a copy of the email sent to Virgin Group creditors dated 29 July 2020 on the Halo Platform	5 - 7	11

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)

Document number	Details	Paragraph	Page
4.	Annexure "C", being a copy of the email sent to Virgin Group creditors dated 29 July 2020 to their email addresses	7	12
5.	Annexure "D", being a copy of the email sent to Corrs Chambers Westgarth dated 29 July 2020	8	14

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 29 July 2020 (**Interlocutory Process**) and the supporting affidavit of David Michael Orr dated 29 July 2020 (**Orr Affidavit**) together with its exhibit marked DMO-1 (**Exhibit DMO-1**).

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 29 July 2020:
 - (a) at 12:06pm, Mr Lombe sent an email to Yvan Dang, Thea Eszenyi and Carl Sibilias, each employed by ASIC. The email gave notice of the Interlocutory Process and attached sealed copies of the Interlocutory Process and the Orr Affidavit, as well as Exhibit DMO-1 and a calendar invite containing the Microsoft Teams details for the hearing listed for 10.15am on Thursday 30 July 2020 before Justice Middleton in the Federal Court of Australia (**Hearing**); and
 - (b) at 1:24pm, 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 TO FORTIETH PLAINTIFFS

5. I am informed by Matthew Carr, Manager, Restructuring Services at Deloitte (**Mr Carr**) and verily believe to be true that on 29 July 2020:
- (a) at 1:12pm, Mr Carr sent an email via Halo to 11,989 creditors that have registered as users (**Halo Users**); and
 - (b) at 1:38pm, 1:40pm, 1:42pm and 1:43pm, Mr Carr sent an identical email in four tranches to the known email address of the 1,995 creditors that have not yet 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 to Fortieth Plaintiffs, that the First Plaintiff has caused to be filed an application seeking various orders in relation to the use of the Halo Platform, to be heard at the Hearing;
 - (b) attached sealed copies of the Interlocutory Process and the Orr Affidavit; and
 - (c) set out the Microsoft Teams details for the Hearing.

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.

NOTICE OF THE INTERLOCUTORY PROCESS TO CORRS CHAMBERS WESTGARTH

8. I am informed by Mikhail Glavac (**Mr Glavac**), Senior Associate, Clayton Utz and verily believe to be true that on 29 July 2020 at 1:10pm, Mr Glavac sent an email to Andrew Edington, Senior Associate, Corrs Chambers Westgarth as legal representatives of Broad Peak Investment Advisers Pte. Ltd. (for and on behalf of Broad Peak Master Fund II Limited and Broad Peak Asia Credit Opportunities Holdings Pte. Ltd.). The email gave notice of the Interlocutory Process and attached sealed copies of the Interlocutory Process and the Orr Affidavit. It also referred to the Hearing and noted that a separate notification would be provided to creditors of the Second to Fortieth Plaintiffs, including Mr Edington's clients. A copy of the email sent to Mr Edington is annexed to this affidavit and marked **Annexure D**.

SWEARING OF THIS AFFIDAVIT

- 9. I have not been able to swear this affidavit in proper form at the time that I have signed it due to the measures I have taken to minimise the spread of COVID-19.
- 10. I have been informed by Madeleine Louise McCloy, as the proposed witness to this affidavit, and believe, that the relaxation of formality with respect to the unsworn nature of this affidavit does not diminish the need for me to satisfy myself that the contents of this affidavit are true and correct. I have satisfied myself that that is the case.
- 11. I will formally swear this affidavit when circumstances allow and will file the sworn version with the Court.

Sworn by the deponent
at Sydney
in New South Wales
on 29 July 2020
Before me:

)
)
)
)
)

.....
Signature of **Kassandra Suzann Adams**

.....
Signature of witness
Madeleine Louise McCloy, Solicitor

SCHEDULE 1

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

No. NSD 464 of 2020

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 each of the Second to Fortieth 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
Fortieth Plaintiff:	Tiger International Number 1 Pty Ltd (Administrators Appointed) ACN 606 131 944

From: Yvan Dang <Yvan.Dang@asic.gov.au>
Sent: Wednesday, 29 July 2020 1:24 PM
To: Lombe, David <dlombe@deloitte.com.au>
Cc: Thea Eszenyi <Thea.Eszenyi@asic.gov.au>; Carl Sibilila <Carl.Sibilila@asic.gov.au>
Subject: [EXT]RE: In the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & ORS - Federal Court of Australia Proceeding Number NSD 464 of 2020 [SEC=OFFICIAL]

Thank you David.

I will observe the hearing on Thursday.

Regards
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

This and the following two pages is Annexure A referred to in the affidavit of Cassandra Suzann Adams sworn on 29 July 2020

Before me



From: Lombe, David <dlombe@deloitte.com.au>
Sent: Wednesday, 29 July 2020 12:06 PM
To: Yvan Dang <Yvan.Dang@asic.gov.au>; Thea Eszenyi <Thea.Eszenyi@asic.gov.au>; Carl Sibilila <Carl.Sibilila@asic.gov.au>
Subject: In the matter of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 & ORS - Federal Court of Australia Proceeding Number NSD 464 of 2020

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

Dear Yvan,

In the matter of Virgin Australia Holdings Ltd (Administrators Appointed) NSD 464 of 2020 (Proceeding)

We provide details of a further application before the Court dealing with how creditor claims will be managed.

Accordingly we **attach** copies of the following documents:

1. sealed interlocutory process filed in the Proceeding on 29 July 2020;
2. sealed affidavit of David Michael Orr filed in the Proceeding on 29 July 2020 (**Orr Affidavit**);
3. zip file containing Exhibit DMO-1, being a bundle of documents exhibited to the Orr Affidavit.

We confirm that the Proceeding is listed for Hearing via Microsoft Teams (video-conference) in the Federal Court of Australia at **10:15am on Thursday 30 July 2020** before the Honourable Justice Middleton.

A calendar invite is also attached to this email which contains the Microsoft Teams link.

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 | www.deloitte.com

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16015 Case(s) [Download List](#)

Sent email to 11989 user(s) of 16015 case(s).

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

Subject
Virgin Group (Administrators Appointed) | Notice of proposed Orders sought by the Administrators

Content

Dear Sir / Madam,

In the matter of Virgin Australia Holdings Ltd (Administrators Appointed) NSD 464 of 2020 (Proceeding)

The Administrators have made an application in the Proceeding seeking various orders in relation to the use of the Halo Platform. The Halo Platform is a tool that the Administrators have developed to manage the processing of creditor claims and to facilitate communication with creditors in relation to claims, having regard to the challenges posed by the scale of the administrations of the Virgin Companies.

The orders sought in the application in effect seek the Court's approval for the administrators use the Halo Platform for those administrative and procedural purposes, including in relation to the second meeting of creditors of the Virgin Group to be held pursuant to section 439A of the *Corporations Act 2001* (Cth).

We **attach** copies of the following documents:

1. sealed interlocutory process filed in the Proceeding on 29 July 2020; and
2. sealed affidavit of David Michael Orr filed in the Proceeding on 29 July 2020 (**Orr Affidavit**).

This matter is listed for Hearing via Microsoft Teams (video-conference) in the Federal Court of Australia at **10:15am on Thursday 30 July 2020** before the Honourable Justice Middleton.

Why am I receiving this email?

The Court has directed the Administrators to provide notice of the matter to all known creditors of the Virgin 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 Administrators are seeking to obtain from the Court. Should you wish to attend the Hearing, please refer to the details contained at the end of this email.

Kind regards

Vaughan Strawbridge, Sal Algeri, John Greig and Richard Hughes

The Joint and Several Administrators of the Virgin Group

Join Microsoft Teams Meeting (attendance is not compulsory)

Join by Phone
Phone: 02 9161 1229
Conference ID: 422 865 011#

Join with a video conferencing device
862016018@t.plcm.vc


VTC Conference ID: 1397457402


You must join this meeting no later than 20 minutes before the start of the hearing time.

Please join the hearing by clicking on the link at the bottom of this invitation (ie "Join Microsoft Teams Meeting"). You do not need to download any software. However, you must have access to a webcam if you are appearing.

If you wish to join the hearing by telephone you may dial the number at the bottom of this invitation and key in the conference ID when prompted. Any telephone attendances must be done prior to the start of this calendar appointment - you cannot join via telephone once the hearing has started.

If you are observing the hearing you must have your microphone on mute and turn your webcam off.

 Affidavit of David Michael Orr - dated 29 July 2020.pdf

 Interlocutory Process for Halo orders.pdf

Performed by Carr, Matthew on 29 Jul 2020 01:12 PM

Before me

Lonsdale, Thomas

From: virinhalo@deloitte.com.au
Sent: Wednesday, 29 July 2020 1:38 PM
Subject: Virgin Group (Administrators Appointed) | Notice of proposed Orders sought by the Administrators
Attachments: Affidavit of David Michael Orr - dated 29 July 2020.pdf; Interlocutory Process for Halo orders.pdf

Dear Sir / Madam,

In the matter of Virgin Australia Holdings Ltd (Administrators Appointed) NSD 464 of 2020 (Proceeding)

The Administrators have made an application in the Proceeding seeking various orders in relation to the use of the Halo Platform. The Halo Platform is a tool that the Administrators have developed to manage the processing of creditor claims and to facilitate communication with creditors in relation to claims, having regard to the challenges posed by the scale of the administrations of the Virgin Companies.

The orders sought in the application in effect seek the Court's approval for the administrators use the Halo Platform for those administrative and procedural purposes, including in relation to the second meeting of creditors of the Virgin Group to be held pursuant to section 439A of the *Corporations Act 2001* (Cth).

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No action is required by you, the purpose of this email is to keep you informed of the Orders that the Administrators are seeking to obtain from the Court. Should you wish to attend the Hearing, please refer to the details contained at the end of this email.

Kind regards

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

Deloitte.

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This and the following page is Annexure C referred to in the affidavit of Cassandra Suzann Adams sworn on 29 July 2020

Link: [Join Microsoft Teams Meeting](#)

Before me

Join by Phone

Phone: 02 9161 1229
Conference ID: 422 865 011#

Join with a video conferencing device

862016018@t.plcm.vc
VTC Conference ID: 1397457402

You must join this meeting no later than 20 minutes before the start of the hearing time.

Please join the hearing by clicking on the link at the bottom of this invitation (ie "Join Microsoft Teams Meeting"). You do not need to download any software. However, you must have access to a webcam if you are appearing.

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If you are observing the hearing you must have your microphone on mute and turn your webcam off.

Lonsdale, Thomas

From: Glavac, Mikhail
Sent: Wednesday, 29 July 2020 1:10 PM
To: 'Andrew Edington'; McCoy, Orla
Cc: Michael Catchpoole; Cameron Cheetham; Sackar, Timothy; Gardner, Tom; Project Volar
Subject: NSD464 of 2020 - In the Matter of Virgin Australia Holdings Ltd (Administrators Appointed) [CU-Legal.FID3017446]
Attachments: Project Volar - Interlocutory Process for Halo orders (signed).pdf; Affidavit of David Michael Orr - dated 29 July 2020.pdf

Dear Andrew

We have been instructed to notify you (as a courtesy) that our clients have filed a further application in proceedings number NSD 464 of 2020, which is also listed for hearing at 10:15am tomorrow. That application relates to the Deloitte Halo Platform, which we note your clients are registered users of. We **attach** our clients' interlocutory application dated 29 July 2020 and the affidavit of David Orr.

Separate notification will shortly be provided to creditors of the Virgin Companies (including your clients).

Regards

Mikhail Glavac, Senior Associate
Clayton Utz

Level 15, 1 Bligh Street, Sydney NSW 2000 Australia | D +612 9353 4614 | F +612 8220 6700 |
mglavac@claytonutz.com | www.claytonutz.com
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This is Annexure D referred to in the affidavit
of Cassandra Suzann Adams sworn on
29 July 2020

Before me
