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### 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: 23/04/2020 7:35:25 PM AEST

Registrar

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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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Form 59  
Rule 29.02(1)

## Affidavit

No. NSD 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 THETHIRD TO THIRTY-NINTH PLAINTIFFS NAMED IN SCHEDULE 1**

First Plaintiffs

AND OTHERS NAMED IN THE SCHEDULE

Plaintiffs

Affidavit of: Vaughan Neil Strawbridge  
Address: Grosvenor Place, 225 George Street, Sydney NSW 2000  
Occupation: Registered Liquidator and Chartered Accountant  
Date: 23 April 2020

### Contents

Document number	Details	Paragraph	Page
1	Affidavit of Vaughan Neil Strawbridge in support of application for orders under sections 443B(8) and 447A of the <i>Corporations Act 2001</i> (Cth) and section 90-15 of Schedule 2 - the Insolvency Practice Schedule (Corporations) sworn on 23 April 2020.	All	2
2	Exhibit "VNS-1", being a bundle of documents exhibited to the deponent.	2	2

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]

I Vaughan Neil Strawbridge, of Deloitte Touche Tohmatsu (of which Deloitte Financial Advisory Pty Ltd is a wholly owned subsidiary) (**Deloitte**), at Level 9 Grosvenor Place, 225 George Street, Sydney NSW , Registered Liquidator and Chartered Accountant, say on oath:

1. I am a partner in the Financial Advisory Group of the professional services firm trading as Deloitte. I am a Chartered Accountant and a Registered Liquidator and I have practised for more than 25 years as an accountant specialising in insolvency related matters in Australia, Thailand and the United Kingdom.
2. Exhibited to me at the time of making this affidavit is a bundle of documents, to which I make reference in this affidavit marked "**VNS-1**" (**Exhibit VNS-1**). A reference to a Tab in this affidavit is to a tab in Exhibit RRE-1, unless otherwise stated. A copy of my curriculum vitae is located at **Tab 1** of **Exhibit VNS-1**.
3. I make this affidavit in support of the relief sought by the Plaintiffs in the Originating Process filed in these proceedings, namely, orders under sections 443B(8) and 447A(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and section 90-15 of the *Insolvency Practice Schedule (Corporations)* being Schedule 2 to the Corporations Act (**IPSC**).

## **INTRODUCTION**

### **The Administrators**

4. I am one of the four joint and several voluntary administrators of each of the Second to Thirty-Ninth Plaintiffs (together, the **Virgin Companies**), together with Mr Salvatore Algeri, Mr John Greig and Mr Richard Hughes (together, **the Administrators** and each an **Administrator**). Mr Algeri, Mr Greig and Mr Hughes are also partners of Deloitte. A copy of:
  - (a) Mr Algeri's curriculum vitae is located at **Tab 2** of **Exhibit VNS-1**;
  - (b) Mr Greig's curriculum vitae is located at **Tab 3** of **Exhibit VNS-1**.
  - (c) Mr Hughes' curriculum vitae is located at **Tab 4** of **Exhibit VNS-1**.
5. I am authorised by Mr Algeri, Mr Greig and Mr Hughes to make this affidavit on behalf of the Administrators. Where I depose below to the view or views of the Administrators, they are the view(s) which each of I, Mr Algeri, Mr Greig and Mr Hughes hold at the date of swearing this affidavit.

6. Unless otherwise stated, I make this affidavit based on my own knowledge and belief and from information I and staff members at Deloitte have obtained through my role as an Administrator of the Second to Thirty-Ninth Plaintiffs, which I believe to be true.

### **Appointment of the Administrators**

7. On 20 April 2020, the Administrators were appointed as joint and several administrators of each of the Virgin Companies by resolution of the directors of each of the Virgin Companies pursuant to section 436A of the Corporations Act.
8. As set out in more detail below:
- (a) the Second Plaintiff, Virgin Australia Holdings Ltd (Administrators Appointed) (**Virgin Australia**), is a public company whose shares are listed on the Australian Securities Exchange (**ASX**); and
- (b) each of the Third to Thirty-Ninth Plaintiffs is a subsidiary of Virgin Australia.
9. A copy of a current and historical extract of the records maintained by the Australian Securities and Investments Commission (**ASIC**) obtained on 22 April 2020 in respect of each of the Virgin Companies is located at **Tabs 5 to 42 of Exhibit VNS-1** as set out in the table below:

<b>Plaintiff</b>	<b>Entity</b>	<b>Tab</b>
Second Plaintiff	Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226	5
Third Plaintiff	Virgin Australia International Operations Pty Ltd (Administrators Appointed) ACN 155 859 608	6
Fourth Plaintiff	Virgin Australia International Holdings Pty Ltd (Administrators Appointed) ACN 155 860 021	7
Fifth Plaintiff	Virgin Australia International Airlines Pty Ltd (Administrators Appointed) ACN 125 580 823	8
Sixth Plaintiff	Virgin Australia Airlines (SE Asia) Pty Ltd (Administrators Appointed) ACN 097 892 389	9
Seventh Plaintiff	Virgin Australia Airlines Holdings Pty Ltd (Administrators Appointed) ACN 093 924 675	10
Eighth Plaintiff	VAH Newco No.1 Pty Ltd (Administrators	11

	Appointed) ACN 160 881 345	
Ninth Plaintiff	Tiger Airways Australia Pty Limited (Administrators Appointed) ACN 124 369 008	12
Tenth Plaintiff	Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965	13
Eleventh Plaintiff	VA Borrower 2019 No. 1 Pty Ltd (Administrators Appointed) ACN 633 241 059	14
Twelfth Plaintiff	VA Borrower 2019 No. 2 Pty Ltd (Administrators Appointed) ACN 637 371 343	15
Thirteenth Plaintiff	Virgin Tech Pty Ltd (Administrators Appointed) ACN 101 808 879	16
Fourteenth Plaintiff	Short Haul 2018 No. 1 Pty Ltd (Administrators Appointed) ACN 622 014 831	17
Fifteenth Plaintiff	Short Haul 2017 No. 1 Pty Ltd (Administrators Appointed) ACN 617 644 390	18
Sixteenth Plaintiff	Short Haul 2017 No. 2 Pty Ltd (Administrators Appointed) ACN 617 644 443	19
Seventeenth Plaintiff	Short Haul 2017 No. 3 Pty Ltd (Administrators Appointed) ACN 622 014 813	20
Eighteenth Plaintiff	VBNC5 Pty Ltd (Administrators Appointed) ACN 119 691 502	21
Nineteenth Plaintiff	A.C.N. 098 904 262 Pty Ltd (Administrators Appointed) ACN 098 904 262	22
Twentieth Plaintiff	Virgin Australia Regional Airlines Pty Ltd (Administrators Appointed) ACN 008 997 662	23
Twenty-first Plaintiff	Virgin Australia Holidays Pty Ltd (Administrators Appointed) ACN 118 552 159	24

Twenty-second Plaintiff	VB Ventures Pty Ltd (Administrators Appointed) ACN 125 139 004	25
Twenty-third Plaintiff	Virgin Australia Cargo Pty Ltd (Administrators Appointed) ACN 600 667 838	26
Twenty-fourth Plaintiff	VB Leaseco Pty Ltd (Administrators Appointed) ACN 134 268 741	27
Twenty-fifth Plaintiff	VA Hold Co Pty Ltd (Administrators Appointed) ACN 165 507 157	28
Twenty-sixth Plaintiff	VA Lease Co Pty Ltd (Administrators Appointed) ACN 165 507 291	29
Twenty-seventh Plaintiff	Virgin Australia 2013-1 Issuer Co Pty Ltd (Administrators Appointed) ACN 165 507 326	30
Twenty-eighth Plaintiff	737 2012 No.1 Pty. Ltd (Administrators Appointed) ACN 154 201 859	31
Twenty-ninth Plaintiff	737 2012 No. 2 Pty Ltd (Administrators Appointed) ACN 154 225 064	32
Thirtieth Plaintiff:	Short Haul 2016 No. 1 Pty Ltd (Administrators Appointed) ACN 612 766 328	33
Thirty-first Plaintiff	Short Haul 2016 No. 2 Pty Ltd (Administrators Appointed) ACN 612 796 077	34
Thirty-second Plaintiff	Short Haul 2014 No. 1 Pty Ltd (Administrators Appointed) ACN 600 809 612	35
Thirty-third Plaintiff	Short Haul 2014 No. 2 Pty Ltd (Administrators Appointed) ACN 600 878 199	36
Thirty-fourth Plaintiff	VA Regional Leaseco Pty Ltd (Administrators Appointed) ACN 127 491 605	37
Thirty-fifth Plaintiff	VB 800 2009 Pty Ltd (Administrators Appointed) ACN 135 488 934	38

Thirty-sixth Plaintiff	VB Leaseco No 2 Pty Ltd (Administrators Appointed) ACN 142 533 319	39
Thirty-seventh Plaintiff	VB LH 2008 No. 1 Pty Ltd (Administrators Appointed) ACN 134 280 354	40
Thirty-eighth Plaintiff	VB LH 2008 No. 2 Pty Ltd (Administrators Appointed) ACN 134 288 805	41
Thirty-ninth Plaintiff	VB PDP 2010-11 Pty Ltd (Administrators Appointed) ACN 140 818 266	42

10. the Administrators' notice of appointment as lodged with ASIC in respect of each of the Virgin Companies is located at **Tabs 43 to 80** of **Exhibit VNS-1** as detailed in the table below.

<b>Plaintiff</b>	<b>Entity</b>	<b>Tab</b>
Second Plaintiff	Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226	43
Third Plaintiff	Virgin Australia International Operations Pty Ltd (Administrators Appointed) ACN 155 859 608	44
Fourth Plaintiff	Virgin Australia International Holdings Pty Ltd (Administrators Appointed) ACN 155 860 021	45
Fifth Plaintiff	Virgin Australia International Airlines Pty Ltd (Administrators Appointed) ACN 125 580 823	46
Sixth Plaintiff	Virgin Australia Airlines (SE Asia) Pty Ltd (Administrators Appointed) ACN 097 892 389	47
Seventh Plaintiff	Virgin Australia Airlines Holdings Pty Ltd (Administrators Appointed) ACN 093 924 675	48
Eighth Plaintiff	VAH Newco No.1 Pty Ltd (Administrators Appointed) ACN 160 881 345	49
Ninth Plaintiff	Tiger Airways Australia Pty Limited (Administrators	50

	Appointed) ACN 124 369 008	
Tenth Plaintiff	Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965	51
Eleventh Plaintiff	VA Borrower 2019 No. 1 Pty Ltd (Administrators Appointed) ACN 633 241 059	52
Twelfth Plaintiff	VA Borrower 2019 No. 2 Pty Ltd (Administrators Appointed) ACN 637 371 343	53
Thirteenth Plaintiff	Virgin Tech Pty Ltd (Administrators Appointed) ACN 101 808 879	54
Fourteenth Plaintiff	Short Haul 2018 No. 1 Pty Ltd (Administrators Appointed) ACN 622 014 831	55
Fifteenth Plaintiff	Short Haul 2017 No. 1 Pty Ltd (Administrators Appointed) ACN 617 644 390	56
Sixteenth Plaintiff	Short Haul 2017 No. 2 Pty Ltd (Administrators Appointed) ACN 617 644 443	57
Seventeenth Plaintiff	Short Haul 2017 No. 3 Pty Ltd (Administrators Appointed) ACN 622 014 813	58
Eighteenth Plaintiff	VBNC5 Pty Ltd (Administrators Appointed) ACN 119 691 502	59
Nineteenth Plaintiff	A.C.N. 098 904 262 Pty Ltd (Administrators Appointed) ACN 098 904 262	60
Twentieth Plaintiff	Virgin Australia Regional Airlines Pty Ltd (Administrators Appointed) ACN 008 997 662	61
Twenty-first Plaintiff	Virgin Australia Holidays Pty Ltd (Administrators Appointed) ACN 118 552 159	62
Twenty-second Plaintiff	VB Ventures Pty Ltd (Administrators Appointed) ACN 125 139 004	63



Twenty-third Plaintiff	Virgin Australia Cargo Pty Ltd (Administrators Appointed) ACN 600 667 838	64
Twenty-fourth Plaintiff	VB Leaseco Pty Ltd (Administrators Appointed) ACN 134 268 741	65
Twenty-fifth Plaintiff	VA Hold Co Pty Ltd (Administrators Appointed) ACN 165 507 157	66
Twenty-sixth Plaintiff	VA Lease Co Pty Ltd (Administrators Appointed) ACN 165 507 291	67
Twenty-seventh Plaintiff	Virgin Australia 2013-1 Issuer Co Pty Ltd (Administrators Appointed) ACN 165 507 326	68
Twenty-eighth Plaintiff	737 2012 No.1 Pty. Ltd (Administrators Appointed) ACN 154 201 859	69
Twenty-ninth Plaintiff	737 2012 No. 2 Pty Ltd (Administrators Appointed) ACN 154 225 064	70
Thirtieth Plaintiff:	Short Haul 2016 No. 1 Pty Ltd (Administrators Appointed) ACN 612 766 328	71
Thirty-first Plaintiff	Short Haul 2016 No. 2 Pty Ltd (Administrators Appointed) ACN 612 796 077	72
Thirty-second Plaintiff	Short Haul 2014 No. 1 Pty Ltd (Administrators Appointed) ACN 600 809 612	73
Thirty-third Plaintiff	Short Haul 2014 No. 2 Pty Ltd (Administrators Appointed) ACN 600 878 199	74
Thirty-fourth Plaintiff	VA Regional Leaseco Pty Ltd (Administrators Appointed) ACN 127 491 605	75
Thirty-fifth Plaintiff	VB 800 2009 Pty Ltd (Administrators Appointed) ACN 135 488 934	76
Thirty-sixth Plaintiff	VB Leaseco No 2 Pty Ltd (Administrators Appointed) ACN 142 533 319	77

Thirty-seventh Plaintiff	VB LH 2008 No. 1 Pty Ltd (Administrators Appointed) ACN 134 280 354	78
Thirty-eighth Plaintiff	VB LH 2008 No. 2 Pty Ltd (Administrators Appointed) ACN 134 288 805	79
Thirty-ninth Plaintiff	VB PDP 2010-11 Pty Ltd (Administrators Appointed) ACN 140 818 266	80

11. At the time of swearing this affidavit, the directors of the Virgin Companies (**the Directors**) have not provided to the Administrators a report on company activities and property (**ROCAP**) for any of the Companies.

## BACKGROUND

### Nature of the business of the Virgin Companies

12. Each of the Companies is a company incorporated and operating in Australia. Each is part of a corporate group comprised of other companies incorporated and operating in Australia, New Zealand and Singapore known as the Virgin group of companies (**Virgin Group**). The only entities in the Virgin Group to which the Administrators have been appointed are the Second to Thirty-Ninth Plaintiffs. There are other entities in the Virgin Group that are not in external administration. A copy of a corporate structure chart of the Virgin Group that I have caused my staff to prepare and believe to be true based on the information available to the Administrators is located at **Tab 81** of **Exhibit VNS-1**.
13. The Virgin Group is an Australian-based corporate group that operates in the domestic and international passenger and cargo airline business. The Virgin Group also owns the Velocity Loyalty Program, however entities related to the Velocity Frequent Flyer Loyalty Program have not entered into external administration. The Virgin Group offers a variety of aviation products and services to the Australian aviation market, including corporate, government, leisure, low cost, regional and charter travellers and air freight customers (collectively, the **Business**). Collectively, the Virgin Group employs approximately 10,000 employees nationally and operates a fleet of 144 aircraft.
14. The Virgin Group is categorised into different sub-groups, including:
- (a) the International Flying Rights Group, comprising the Third to Sixth Plaintiffs, with the Fourth Plaintiff, Virgin Australian International Holdings Pty Ltd (Administrators Appointed), being the entity that holds the various rights and authorisations to permit the Virgin Group to operate international flights;
  - (b) the VAA Group, comprising the Tenth to Eighteenth Plaintiffs, with the:

- i. Tenth Plaintiff, Virgin Australia Airlines Pty Ltd (Administrators Appointed), being the main operating entity, which employs most staff under the Virgin brand, owns property, leases property, and has domestic creditors; and
    - ii. Thirteenth Plaintiff, Virgin Tech Pty Ltd (Administrators Appointed), being the entity which provides aircraft maintenance services and employs approximately 300 staff;
  - (c) the VARA Group, comprising the Nineteenth and Twentieth Plaintiffs, with the Twentieth Plaintiff, Virgin Australia Regional Airlines Pty Ltd (Administrators Appointed), being a Western Australia operating entity that charters F100 and A320 aircrafts and employs its own technology staff;
  - (d) the Tiger Group, comprising, among other entities, the Eighth and Ninth Plaintiffs, with the Ninth Plaintiff, Tiger Airways Australia Pty Ltd (Administrators Appointed), being the operating and employing entity for Tiger Airways (and which employs most staff under the Tiger brand);
  - (e) Leasing Group, comprising Twenty-Third to Thirty-Ninth Plaintiffs, with the:
    - i. Twenty-Fourth Plaintiff, VB Leaseco Pty Ltd (Administrators Appointed), being a lease holding entity that also holds shares in VA Regional Leaseco Pty Ltd (Administrators Appointed) and operates the aircraft that are leased to the Tenth Plaintiff, Virgin Australia Airlines Pty Ltd (Administrators Appointed); and
    - ii. Twenty-Third Plaintiff, Virgin Australia Cargo Pty Ltd (Administrators Appointed), being the air cargo service provider that holds leases for freight aircrafts and a major contract with TNT Australia Pty Ltd; and
  - (f) the Frequent Flyer Group, which operates the Velocity Frequent Flyer Loyalty Program and which is not in external administration.
15. Since our appointment as Administrators to the Companies, the Administrators have sought to continue to trade the Business on a "business as usual" basis (subject to the restrictions resulting from COVID-19 as discussed below) while assessing viable options to continue to keep the business operating. However, due to the travel restrictions arising from COVID-19, the airline is not operating any international passenger routes and only limited domestic passenger routes.

## COVID-19

### Impact on the Companies

16. The matters set out in the following paragraphs 17 to 21 are based on information available publically.
17. On 11 March 2020, the coronavirus disease COVID-19 (**COVID-19**) was recognised by the World Health Organisation as a pandemic. A copy of the World Health Organisation's Director-General's remarks at the 11 March 2020 briefing, which recognised COVID-19 as a pandemic is provided at **Tab 82 of Exhibit VNS-1**.
18. On 18 March 2020, the National Cabinet announced that the National Security Committee of Cabinet had issued Level 4 Travel restrictions, being advice to Australians in relation to overseas travel of "do not travel". A copy of the Media Statement issued by the Prime Minister on 18 March 2020 is located at **Tab 83 of Exhibit VNS-1**.
19. Effective from 20 March 2020, the Australian Government closed Australia's borders to all non-citizens and non-residents. A copy of the Media Statement issued by the Prime Minister on 19 March 2020 is located at **Tab 84 of Exhibit VNS-1**.
20. Effective from various times between 20 March 2020 and 5 April 2020, the Northern Territory, Tasmanian, Western Australian, Queensland and South Australian Governments imposed further travel restrictions for interstate travellers with some of these States and Territories closing their borders to all non-essential interstate travel for non-residents. A copy of the various Media Statements issued by these Governments are set out below:
  - (a) the Tasmanian Premier's statement made on 19 March 2020 is at **Tab 85 of Exhibit VNS-1**;
  - (b) the South Australian Premier's statement made on 22 March 2020 is at **Tab 86 of Exhibit VNS-1**;
  - (c) the Queensland Premier's statement made on 24 March 2020 is at **Tab 87 of Exhibit VNS-1**;
  - (d) the statement of the Chief Minister of the Northern Territory made on 30 March 2020 is at **Tab 88 of Exhibit VNS-1**; and
  - (e) the Western Australia Premier's statement made on 2 April 2020 is located at **Tab 89 of Exhibit VNS-1**.
21. On 22 March 2020, and subsequently on 24 March 2020, the Australian Government imposed a two stage restriction on social gatherings. This involved a comprehensive

shutdown of all non-essential services, including indoor entertainment, sporting events and religious venues. A copy of the Transcript from the Press Conference at the Australian Parliament House dated 24 March 2020 is located at **Tab 90 of Exhibit RRE-1**.

22. On 29 March 2020, the National Cabinet issued strong guidance to all Australians to stay at home, unless required to leave to exercise, purchase necessary supplies, attend to health care needs or travel to work. A copy of the Media Statement issued by the Prime Minister on 29 March 2020 is located at **Tab 91 of Exhibit VNS-1**.
23. Actions taken by the Australian Government and State and Territory Governments described at paragraphs 17 to 22 above, with similar restrictions adopted worldwide to reduce the spread of COVID-19, have resulted in a significant reduction in the demand for international and domestic travel. As a significant part of the Business is the operation of international and domestic airlines for passengers and cargo, COVID-19 has had a significant adverse impact on the revenues of the Virgin Companies.

#### **Impact on Deloitte and the administrations**

24. As a result of the social distancing rules imposed by the Australian Government and the travel restrictions set out at paragraphs 21 to 22 above, the Administrators and our staff at Deloitte have for the most part being work remotely. This has had the consequential impact of:
  - (a) requiring that many discussions with Virgin's management team have been, or are likely to be, contactable either by phone or by email; and
  - (b) having the potential to place an additional burden on the timeliness of Deloitte's staff being able to carry out physical mail outs of correspondence to creditors.
25. Furthermore, as a result of the travel restrictions set out at paragraphs 19 to 20 above, the Administrators and our staff are unable to operate the Businesses at full capacity, and it is likely that the Businesses will continue to generate losses throughout the administration period whilst these restrictions are in place.

#### **ELECTRONIC MEETINGS AND NOTICES**

##### **Meetings of creditors held electronically: Order 3 in the Originating Process**

26. The Originating Process seeks orders to enable the Administrators to hold meetings of the Companies' creditors electronically, in order to comply with the current restrictions on public gatherings put in place as a result of COVID-19 by the Australian Government and State and Territory Governments as set out at paragraph 21 above.

27. On 21 April 2020, the Administrators published a combined notice of appointment and proposed concurrent first meeting of creditors (**First Meeting**) in respect of the Virgin Companies (**Notice of Meeting**) on the ASIC Insolvency Notices website. The Notice of Meeting provides details for the First Meeting to be held concurrently for each of the Virgin Companies, and which is proposed to be held by electronically means only at 11:00am on 30 April 2020. The Notice of Meeting also confirms that further details on how to participate at the meeting will be provided in due course. A copy of the Notice of Meeting is located at **Tab 92** of **Exhibit VNS-1**.
28. In my over 25 years of experience, I have previously conducted meetings of creditors that have provided alternative arrangements for creditors who are unable to physically attend the meeting in person, to attend remotely (for example, by video conference or by telephone).
29. The Administrators are making arrangements for meetings of creditors to be conducted through Microsoft Teams Live Events. Microsoft Teams Technology is a way of live video streaming, which can allow you to broadcast video and meeting content to large online audiences in real time. A copy of an overview extract from the website of Microsoft that describes the manner in which Microsoft Teams Live Events operates is located at **Tab 93** of **Exhibit VNS-1**.
30. The Administrators' staff at Deloitte have been working with Microsoft to ensure that this system facilitates the smooth running of the First Meeting, including by increasing the licence capacity to ensure that up to at least 20,000 people (and perhaps up to 100,000 people if required) can use the system to attend the First Meeting remotely. As set out further below, there are already more than 10,000 creditors that have been identified by the Administrators and the total number of creditors may exceed 12,000.
31. To ensure that all creditors have the ability to ask questions during the First Meeting, the Administrators have been informed by Jason Baglin at Microsoft and believe that the Microsoft Teams Live Events provides for a question and answer function, whereby creditors can type a question to the Administrators, which will be answered. It is proposed that this process will be facilitated by a moderator.
32. The Administrators have now engaged Paul Woods at Adopt & Embrace, being a partner organisation of Microsoft to deliver the virtual meeting via the Microsoft Teams Live Events platform.
33. However, as set out below, given the number of creditors and the restrictions on holding the meeting in person, there are logistical difficulties in being able to conduct a poll of creditors at the First Meeting.

**Issues for consideration at the First Meeting**

34. As advised in the Notice of Meeting, the purpose of the First Meeting is to consider:

- (a) whether to appoint a committee of inspection; and
- (b) if so, who are to be the committee's members.

In addition, creditors may also, by resolutions:

- (c) remove the Administrators from office; and
- (d) appoint someone else as administrator(s) of the Companies.

35. As at the date of this affidavit, the Administrators have not received notification that a creditor will seek a resolution for the removal and replacement of the Administrators at the First Meeting. If the Administrators are notified that a proposal will be put that an alternative administrator(s) be appointed, the Administrators propose to adjourn the First Meeting for a period of up to 5 business days and to reconvene the meeting to facilitate a way in which the creditors may vote on any such resolution (and, if necessary, for a poll to be taken).

**Arrangements for polling of creditors**

36. Accordingly, at present there is only one issue on which a resolution would ordinarily be put to creditors for them to vote on at the First Meeting, being the appointment of a committee of inspection.

37. In my experience as an insolvency practitioner, given the scale of the administration in relation to the Virgin Companies, including the magnitude of the Business and the operations of the Virgin Companies, the significant number of creditors of the Virgin Companies, and the amounts owed to those creditors (as detailed in paragraph 48 below), creditors in an administration of this nature would ordinarily resolve to appoint a committee of inspection.

38. The Originating Process seeks orders that the requirement for creditors to resolve that a committee of inspection be formed at the First Meeting be dispensed with and, instead, that a single committee of inspection be formed in respect of the Virgin Companies with the members of the committee to be proposed by the Administrators in the first instance but thereafter put to creditors, shortly after the First Meeting, as a proposal for them to vote on (without requiring a further meeting). These orders are being sought as a result of the challenges arising in relation to conducting the First Meeting given the restrictions relating to COVID-19 (as set out in paragraphs 21 and 22) and the significant number of creditors (as set out in paragraph 47).

39. In addition to publishing the Notice of Meeting of the ASIC website, on 21 April 2020 and 22 April 2020, the Administrators issued a Notice of Appointment and First Meeting of Creditors (**Initial Circular to Creditors**) to 10,235 creditors, which contained information consistent with the Notice of Meeting described above and annexed a Nomination for Proposed Committee of Inspection form. A copy of the Initial Circular to Creditors is located at **Tab 94 of Exhibit VNS-1**.
40. The Initial Circular to Creditors asked creditors to return nomination forms for the proposed committee of inspection by no later than Tuesday 28 April 2020. To date, the Administrators received 2 nomination forms from creditors nominating to be on the committee of inspection (**Nomination Forms**) and have received verbal confirmation from various unions associated with employees, that each of the unions will be nominating staff to join the committee of inspection. A copy of the Nomination Forms are located at **Tab 95 of Exhibit VNS-1**.
41. As far as the Administrators have been informed (which I believe to be true), the Microsoft Teams Live Events does not provide a service that enables creditors to vote on resolutions at the First Meeting (in real time) and for their votes to be tallied and calculated.
42. The Administrators have investigated and continue to investigate other options for conducting a poll at the meeting. One possible manner in which this could be conducted is by way of a 'DTermine' survey, whereby creditors will be provided a link by email, which will enable them to vote on a proposed resolution. However, the Administrators and staff at Deloitte have identified a number of inefficiencies and challenges in relation to this arrangement, which include:
- (a) the need to input data manually from proofs of debt into the creditor listing;
  - (b) difficulties in dealing with more complex arrangements (for example, in relation to more proxies involving large numbers of employees or creditors voting in connection with multiple Virgin Companies), that are not currently able to be dealt with using the current 'DTermine' survey processes available;
  - (c) the need to input data manually from certain creditors with more complex arrangements;
  - (d) difficulties in identifying a valid email address for those creditors where this information has not been provided; and
  - (e) difficulties in maintaining the integrity of any voting process (for example, ensuring that only creditors or their proxies cast votes).



43. At present, the Administrators have not been able to find an information technology system that meets these challenges.
44. Accordingly, the Administrators do not propose to have creditors vote at the First Meeting on a resolution for the formation of a committee of inspection and the selection of its members. Instead, the Administrators seek orders that:
  - (a) a committee of inspection be formed;
  - (b) the members of the committee of inspection be selected, in the first instance, by the Administrators from nominations made in advance of or at the First Meeting (and it is proposed that there be 1 or 2 member representatives from each of the different types of creditors of the Virgin Companies, including but not limited to employees, lessors, landlords, trade creditors, secured creditors and bondholders with the committee of inspection to comprise of between 15 and 20 people); and
  - (c) shortly after the First Meeting, a proposal be put to the creditors by notice (and without requiring a further meeting to be held) permitting them to vote “yes” or “no” (as a single vote) on the members of the committee proposed by the Administrators.
45. If that proposal is passed by the creditors, then the members of the committee of inspection will be as proposed by the Administrators. If the proposal is not passed by the creditors, the Administrators will consider approaching the Court or convening another meeting of the creditors to clarify who are to be the members of the committee.
46. In the opinion of the Administrators, and based on our experience as insolvency practitioners, orders of these type strike the appropriate balance between the prompt formation of a committee of inspection (which I consider to be in the best interests of the creditors of the Virgin Companies) and the involvement of the creditors in selecting the members of the committee. In our opinion, the ordinary procedures in which creditors would be able to vote at the meeting on the formation and members of the committee of inspection, are simply not practicable in the current circumstances in light of the number of creditors and the requirement that the meeting be held by electronic means only.

### **Creditors**

47. From our initial review of the books and records of the Companies, the Administrators have currently identified that the Virgin Companies have approximately 10,247 known creditors in total (including approximately 9,020 employees). This is likely to change as more information becomes available. The Administrator’s expect that the total number of creditors is estimated to be over 12,000.

48. The Virgin Companies' creditor profiles as at the date of the Administrators' appointment can be summarised as follows (noting that the information is approximate only and based on our initial review of the books and records of the Virgin Companies and the information provided to date):
- (a) lenders under secured corporate debt and aircraft financing facilities, who are owed approximately \$2,283,639,303;
  - (b) unsecured bondholders, who are owed approximately \$1,988,250,000
  - (c) trade creditors, who are owed approximately \$166,704,085.69;
  - (d) aircraft lessors, who are owed approximately \$1,883,914,848;
  - (e) landlords, who are owed approximately \$71,209,929; and
  - (f) employees, who are owed approximately \$450,777,961.
49. The Administrators have email addresses for approximately 10,235 out of 10,247 of the Companies' known creditors (being approximately 99.88%), including but not limited to:
- (a) each of the 26 lenders under secured corporate debt and aircraft financing facilities;
  - (b) approximately 1,070 out of a total of 1,070 trade creditors;
  - (c) each of the 50 aircraft lessors (noting that the books and records of the Virgin Companies and details from the Personal Property Securities Register (**PPSR**) indicate that there are approximately 94 aircraft leases and emails are held in relation to the parent entities for the 50 lessors);
  - (d) approximately 73 out of a total of 81 landlords; and
  - (e) each of the approximately 9,020 employees.
50. I have caused the Administrators staff to conduct internet searches of the 12 creditors to try to ascertain email addresses for each of them. These searches have been unsuccessful. Where postal addresses have been able to be identified, a copy of the Initial Circular to Creditors was issued to them by post on 23 April 2020.
51. On 22 and 23 April 2020, Erin Blake and Sabrina Tran of Deloitte provided a statement confirming that each of the landlords with an email address in Annexure B of those documents were provided with a Circular to Landlords confirming the appointment of the Administrators to the Companies and requesting information in relation to the relevant leases (**Landlord Circular Statements**). At **Tabs 96 and 97** of **Exhibit VNS-1** is a copy of each of the Landlord Circular Statements including annexures thereto.

52. On 22 April 2020, Erin Blake of Deloitte provided statements for the purposes of section 75-15(2) of the *Insolvency Practice Schedule (Corporations) (IPSC)*, that each of the employees in Annexure B of the documents were provided with the Initial Notice to Creditors by email (**Employee Statement**). At **Tab 98 of Exhibit VNS-1** is a copy of the Employee Statement including annexures thereto.
53. On 22 and 23 April 2020, Matthew Carr and Edwina Irwin of Deloitte provided statements for the purposes of section 75-15(2) of the IPSC, that each of the landlords with an email address in Annexure B of those documents were provided with the Initial Circular to Creditors (**Landlord Notice Statement**). At **Tabs 99 and 100 of Exhibit VNS-1** is a copy of the Landlord Notice Statements including annexures thereto.
54. On 21, 22 and 23 April 2020, Harry Bayard of Deloitte provided statements, for the purposes of section 75-15(2) of the IPSC, that each of the trade creditors with an email address in Annexure B of those documents were provided with the Initial Circular to Creditors (**Trade Creditor Statement**). At **Tabs 101 and 102 of Exhibit VNS-1** is a copy of the Trade Creditor Statement including annexures thereto.
55. As at the date of this affidavit, whilst I am informed by Matthew Carr, Manager of Deloitte, which I believe to be true, that the Initial Circular to Creditors has been issued to each of the creditors that have an email address, as described in paragraph 49 above, a statement for the purposes of section 75-15(2) of the IPSC for creditors other than those referred to in the Employee Statement, the Landlord Notice Statements and the Trade Creditor Statements is yet to be completed.

#### **Notices to creditors generally: Order 2 in the Originating Process**

56. The Originating Process seeks orders to enable the Administrators to send notices to creditors of the Virgin Companies by electronic means and, where an email address is not available, for notice to be provided by post.
57. If hard copy notices are required to be issued to creditors, it will impose a substantial cost (in terms of both external printing and the time of Deloitte staff members) in the administration and is likely to result in substantial delays.
58. For example, if the Initial Circular to Creditors was required to be sent to all creditors by post, then the printing and postage cost of that disbursement (even apart from the time of the Deloitte staff in facilitating this process) has been quoted to be \$34,549.21. A copy of the estimate for this job provided by Kwik Kopy is located at **Tab 103 of Exhibit VNS-1**.
59. In addition, the restrictions imposed by the Australian Government and State and Territory Governments in relation to COVID-19, which are described above, mean that,

in the opinion of the Administrators, significant practical challenges arise in providing notices to all creditors by post. The restrictions impose limitations on the Administrators' staff members accessing Deloitte's office premises in order to process hard copy notices and replies from creditors. In addition, the requirement to process mail gives rise to possible hygiene safety issues in relation to creditors and Deloitte staff physically handling correspondence.

60. Furthermore, on 14 April 2020, Australia Post advised in its 'Coronavirus: Domestic updates' that it is currently experiencing delivery delays due to the volume of parcels in the network, which included suspensions to priority mail and delays of delivery time for Perth and Brisbane of up to 5 days, North Queensland of up to 7 days and Tasmania of up to 3 days. A copy of a PDF printed from the Australia Post website is located at **Tab 104 of Exhibit VNS-1**.
61. The Administrators therefore consider that it is in the best interests of the creditors of the Virgin Companies for the Administrators to be permitted to send notices by email to those creditors for whom an email address has been provided. As explained above, the Administrators have email addresses for the vast majority of these creditors.

#### **Notices to the Committee of Inspection: Order 6 in the Originating Process**

62. The Originating Process also seeks orders, with respect to the committee of inspection that is proposed to be formed, which enable the Administrators or any member of the committee to:
- (a) convene a meeting of the committee of inspection by providing electronic notice to the members of that committee; and
  - (b) hold a meeting of the committee of inspection electronically by telephone or video-link.
63. I consider that, for the same reasons that I have set out above in relation to the conduct of creditors' meetings and the notice of creditors' meetings, in the case of meetings of the committee of inspection:
- (a) such meetings ought to be conducted by telephone or video-link rather than in person; and
  - (b) notice of such meetings should be able to be given by email.
64. I will ensure that once the committee of inspection is formed, valid email addresses are confirmed for any persons who are selected as members of the committee for the purpose of providing electronic notice to those members.

**PROPERTY LEASED, USED OR OCCUPIED: Order 8 in the Originating Process**

65. The Administrators are continuing to investigate a significant number of arrangements involving the leasing, use or occupation by the Virgin Companies of property owned by third parties. As at 21 April 2020, in relation to the totality of the Companies, there are approximately 3463 registrations on the PPSR, approximately 144 aircraft and other aviation equipment subject to leasing arrangements, and real property leases with approximately 81 landlords (together, **Leases**). The Administrators are working to identify additional arrangements that may be relevant.
66. A copy of the comprehensive summary of the PPSR searches in respect of each of the PPSR Companies obtained on 21 April 2020 is located at **Tabs 105 to 142** of **Exhibit VNS-1** as set out in the table below:

<b>Plaintiff</b>	<b>Entity</b>	<b>Tab</b>
Second Plaintiff	Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226	105
Third Plaintiff	Virgin Australia International Operations Pty Ltd (Administrators Appointed) ACN 155 859 608	106
Fourth Plaintiff	Virgin Australia International Holdings Pty Ltd (Administrators Appointed) ACN 155 860 021	107
Fifth Plaintiff	Virgin Australia International Airlines Pty Ltd (Administrators Appointed) ACN 125 580 823	108
Sixth Plaintiff	Virgin Australia Airlines (SE Asia) Pty Ltd (Administrators Appointed) ACN 097 892 389	109
Seventh Plaintiff	Virgin Australia Airlines Holdings Pty Ltd (Administrators Appointed) ACN 093 924 675	110
Eighth Plaintiff	VAH Newco No.1 Pty Ltd (Administrators Appointed) ACN 160 881 345	111
Ninth Plaintiff	Tiger Airways Australia Pty Limited (Administrators Appointed) ACN 124 369 008	112
Tenth Plaintiff	Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965	113

Eleventh Plaintiff	VA Borrower 2019 No. 1 Pty Ltd (Administrators Appointed) ACN 633 241 059	114
Twelfth Plaintiff	VA Borrower 2019 No. 2 Pty Ltd (Administrators Appointed) ACN 637 371 343	115
Thirteenth Plaintiff	Virgin Tech Pty Ltd (Administrators Appointed) ACN 101 808 879	116
Fourteenth Plaintiff	Short Haul 2018 No. 1 Pty Ltd (Administrators Appointed) ACN 622 014 831	117
Fifteenth Plaintiff	Short Haul 2017 No. 1 Pty Ltd (Administrators Appointed) ACN 617 644 390	118
Sixteenth Plaintiff	Short Haul 2017 No. 2 Pty Ltd (Administrators Appointed) ACN 617 644 443	119
Seventeenth Plaintiff	Short Haul 2017 No. 3 Pty Ltd (Administrators Appointed) ACN 622 014 813	120
Eighteenth Plaintiff	VBNC5 Pty Ltd (Administrators Appointed) ACN 119 691 502	121
Nineteenth Plaintiff	A.C.N. 098 904 262 Pty Ltd (Administrators Appointed) ACN 098 904 262	122
Twentieth Plaintiff	Virgin Australia Regional Airlines Pty Ltd (Administrators Appointed) ACN 008 997 662	123
Twenty-first Plaintiff	Virgin Australia Holidays Pty Ltd (Administrators Appointed) ACN 118 552 159	124
Twenty-second Plaintiff	VB Ventures Pty Ltd (Administrators Appointed) ACN 125 139 004	125
Twenty-third Plaintiff	Virgin Australia Cargo Pty Ltd (Administrators Appointed) ACN 600 667 838	126
Twenty-fourth Plaintiff	VB Leaseco Pty Ltd (Administrators Appointed) ACN 134 268 741	127

Twenty-fifth Plaintiff	VA Hold Co Pty Ltd (Administrators Appointed) ACN 165 507 157	128
Twenty-sixth Plaintiff	VA Lease Co Pty Ltd (Administrators Appointed) ACN 165 507 291	129
Twenty-seventh Plaintiff	Virgin Australia 2013-1 Issuer Co Pty Ltd (Administrators Appointed) ACN 165 507 326	130
Twenty-eighth Plaintiff	737 2012 No.1 Pty. Ltd (Administrators Appointed) ACN 154 201 859	131
Twenty-ninth Plaintiff	737 2012 No. 2 Pty Ltd (Administrators Appointed) ACN 154 225 064	132
Thirtieth Plaintiff:	Short Haul 2016 No. 1 Pty Ltd (Administrators Appointed) ACN 612 766 328	133
Thirty-first Plaintiff	Short Haul 2016 No. 2 Pty Ltd (Administrators Appointed) ACN 612 796 077	134
Thirty-second Plaintiff	Short Haul 2014 No. 1 Pty Ltd (Administrators Appointed) ACN 600 809 612	135
Thirty-third Plaintiff	Short Haul 2014 No. 2 Pty Ltd (Administrators Appointed) ACN 600 878 199	136
Thirty-fourth Plaintiff	VA Regional Leaseco Pty Ltd (Administrators Appointed) ACN 127 491 605	137
Thirty-fifth Plaintiff	VB 800 2009 Pty Ltd (Administrators Appointed) ACN 135 488 934	138
Thirty-sixth Plaintiff	VB Leaseco No 2 Pty Ltd (Administrators Appointed) ACN 142 533 319	139
Thirty-seventh Plaintiff	VB LH 2008 No. 1 Pty Ltd (Administrators Appointed) ACN 134 280 354	140
Thirty-eighth Plaintiff	VB LH 2008 No. 2 Pty Ltd (Administrators Appointed) ACN 134 288 805	141

Thirty-ninth Plaintiff	VB PDP 2010-11 Pty Ltd (Administrators Appointed) ACN 140 818 266	142
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67. Due to:
- (a) the very large number of the Leases;
  - (b) the number of counterparties to the Leases;
  - (c) the significant liabilities associated with certain of the Leases;
  - (d) ongoing uncertainty as to the precise nature of the property that is the subject of the Leases and the obligations associated with the Leases;
  - (e) the number of companies of the Virgin Group that are in administration; and
  - (f) the practical issues arising in relation to the conduct of the Administration as a result of COVID-19,
- reaching a determination as to the future status of the Leases and identifying any further arrangements that may be relevant has been since their appointment, and will continue to be, a very significant task for the Administrators,.
68. At present, the Administrators have been unable (and will, before 28 April 2020, not have been able) to form a view as to whether it is necessary or desirable, in the interests of preserving the value of the Business, to exercise rights over the Leases.
69. Pursuant to section 443B of the Corporations Act, the Administrators will be personally liable for rent and other amounts payable under the Leases from 28 April 2020 onwards. The Originating Process seeks orders extending this period in order to provide the Administrators with sufficient time to investigate the Leases and to confer with the relevant counterparties under the Leases.
70. The Administrators wish to be in a position to inform creditors of these Orders at the First Meeting. The Administrators consider that if the creditors are told that the Administrators have sufficient time to consider, properly and carefully, the property the subject of the Leases, and the ongoing use and value of that property to the Business, it is likely to promote the ongoing interest in the Business from creditors, shareholders of Virgin Australia and/or other potential purchasers.
71. Since the appointment of the Administrators, there has been an extraordinary number of parties keen to be involved in a positive restructure of the Companies. So far, more than 10 separate sophisticated parties, including international parties, have expressed an



interest in buying the Companies. An expression of interest campaign is in process is being run over the next three weeks.

72. In my experience, given the scale of the administrations and the significant liabilities in respect of the Leases, as well as the impact of COVID-19, I estimate that the Administrators will require up to 4 weeks (being up to 26 May 2020) to fully consider the Leases in order to determine if the property the subject of the Leases is required to continue the operations of the Business.

#### **INFORMATION REQUESTS FROM CREDITORS: Order 7 in the Originating Process**

73. Finally, the Originating Process seeks orders to enable the Administrators to have a longer period of time in which to respond to information requests from creditors pursuant to section 70-1(2)(a) of the *Insolvency Practice Rules (Corporations) 2016*. The extension sought is a further 5 business days, so that the Administrators have 10 business days in total in which to respond to requests for information, a report, or a document.

74. Given the significant number of creditors in the administrations and the potential number of information requests, there is likely to be a significant delay in the Administrators being able to respond to requests for information from creditors within the prescribed period of 5 business days.

75. In my experience, information requests sometimes require the input of staff members from the companies in administration as the answer to the information requested is not readily or easily accessible by the administrators or their staff.

76. In the case of the current administrations, due to:

- (a) the magnitude of the Business and the operations of the Virgin Companies;
- (b) the current working conditions imposed on the employees of the Virgin Companies due to COVID-19, being that approximately 90% of the employees are required to work remotely; and
- (c) the current working conditions imposed on the Administrators' staff at Deloitte (including working remotely and social distancing requirements),

there is likely to be additional delay in responding to information requests from creditors, particularly when the information is not readily available to the Administrators and our staff and it requires the involvement or expertise of the managerial team or other employees of the Virgin Companies in order to prepare an accurate response.

77. To facilitate the provision of information to creditors in a timely manner, the Administrators propose to set up a 'Frequently Asked Questions' section on the Deloitte

website, which will provide creditors with a database of responses to common requests for information in the administrations.

Sworn by the deponent  
at Sydney  
in New South Wales  
on 23 April 2020  
Before me:

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Signature of deponent

Signature of witness  
Kassandra Suzann Adams, solicitor.

**SCHEDULE**

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

No. NSD 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 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
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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
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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

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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