

McCloy, Madeleine

From: Nick Anson <Nick.Anson@minterellison.com>
Sent: Tuesday, 12 May 2020 6:24 PM
To: Adams, Cassandra
Cc: Sackar, Timothy
Subject: Re: Rio/VARA

Understood, thank you

Nick Anson

Partner

T [+61 3 8608 2167](tel:+61386082167) M [+61 402 891 322](tel:+61402891322)

nick.anson@minterellison.com

MinterEllison Rialto Towers 525 Collins Street Melbourne VIC 3000

minterellison.com [Follow us on LinkedIn and Twitter](#)



On 12 May 2020, at 6:16 pm, Adams, Cassandra <kaadams@claytonutz.com> wrote:

Hi Nick,

Further to your email, we do not propose to amend the IP but will bring your email to the Court's attention via an affidavit and will seek that the order be made as detailed below.

Kind regards,

Kassandra Adams, Senior Associate

Clayton Utz

Level 15, 1 Bligh Street, Sydney NSW 2000 Australia | D +612 9353 4200 | F +612 8220 6700 | M +61 435014318 |

kaadams@claytonutz.com | www.claytonutz.com

[Please consider the environment before printing this e-mail](#)

From: Nick Anson <Nick.Anson@minterellison.com>

Sent: Tuesday, 12 May 2020 1:00 PM

To: Donnelly, Matt <mdonnelly@deloitte.com.au>

Cc: Kendall, Clayton <clkendall@deloitte.com.au>; Greig, John <jgreig@deloitte.com.au>; Mark Davey <mark.davey@virginaustralia.com>; Adams, Cassandra <kaadams@claytonutz.com>; McNeill, Roger (RT Commercial) <Roger.McNeill@riotinto.com>; Michael.Tomasz@riotinto.com

Subject: RE: Rio/VARA

Importance: High

Matt,

Thank you. As discussed, can you please amend proposed order 13(b) so it conforms with the terms of the Rio Tinto Agreement, and the order does not inadvertently prejudice Rio Tinto's rights to access any applicable insurance cover.

In particular, please consider amending paragraph 13(b) so in substance it reads:

notwithstanding that the liabilities in subparagraph (a) are debts incurred by the First Plaintiffs in the performance and exercise of their functions as joint and several administrators of the Twentieth Plaintiff, the First Plaintiffs will not be personally liable to repay such debts or satisfy such liabilities to the extent that the proceeds of any applicable insurance policy held by or for the benefit of the First Plaintiffs or the Twentieth Plaintiff, or the assets of the Twentieth Plaintiff, are in aggregate insufficient

to satisfy the debt and liabilities incurred by the First Plaintiffs arising out of, or in connection with, the Rio Tinto Agreement.

Please confirm whether the proposed amendment is acceptable and provide us with the revised application.

Rio Tinto's rights are otherwise fully reserved.

Regards

Nick Anson

Nick Anson

Partner

T +61 3 8608 2167 M +61 402 891 322

nick.anson@minterellison.com

MinterEllison Rialto Towers 525 Collins Street Melbourne VIC 3000

minterellison.com Follow us on [LinkedIn](#) and [Twitter](#)



From: Donnelly, Matt <mdonnelly@deloitte.com.au>

Sent: Tuesday 12 May 2020 12:00 PM

To: McNeill, Roger (RT Commercial) <Roger.McNeill@riotinto.com>;

Michael.Tomasz@riotinto.com

Cc: Kendall, Clayton <clkendall@deloitte.com.au>; Greig, John <jgreig@deloitte.com.au>; Mark

Davey <mark.davey@virginaustralia.com>; Nick Anson <Nick.Anson@minterellison.com>;

Adams, Cassandra <kaadams@claytonutz.com>

Subject: Rio/VARA

Importance: High

Gentlemen

As agreed in our term sheet the Administrators sought to limit their liability for trading to the assets of the companies in administration. This was only to avoid liability accruing to them personally.

As foreshadowed, orders are being sought to perfect this position, not just in relation to the Rio agreement, but across the board. Details regarding this are attached.

Please let us know of any issues or requirements for further information.

Do not hesitate to contact us.

Matthew Donnelly

Partner

Deloitte Financial Advisory Pty Limited

Tower 2, Brookfield Place, 123 St Georges Terrace

D: +61 (0)8 9365 7150 | **M:** +61 (0) 413 028 998

mdonnelly@deloitte.com.au | www.deloitte.com.au

<image001.png>

<image002.png>

<image003.png>

<image004.png>

<image005.png>

--

Please consider the environment before printing.

From: Clarkson, Michael <mclarkson@deloitte.com.au>
Sent: Tuesday, 12 May 2020 9:40 AM
To: Donnelly, Matt <mdonnelly@deloitte.com.au>
Subject: FW: Project Volar
Importance: High

Michael Clarkson

Manager | Financial Advisory
Deloitte Financial Advisory Pty Ltd
Tower 2, Brookfield Place, 123 St Georges Tce Perth WA 6000
D: +61 8 9365 7984
M: +61 426 882 548
mclarkson@deloitte.com.au | www.deloitte.com.au

[A new WAy](#)

It's time to unlock WA's potential.

<image006.png>

<image007.png>

<image008.png>

<image009.png>

<image010.png>

Please consider the environment before printing.

From: Adams, Cassandra <kaadams@claytonutz.com>
Sent: Tuesday, 12 May 2020 9:38 AM
To: Clarkson, Michael <mclarkson@deloitte.com.au>
Cc: Project Volar <Volar@claytonutz.com>
Subject: [EXT]FW: Project Volar
Importance: High

Hi Michael,

As discussed, please find attached Court materials to be served on Rio Tinto.

If you could please send to me a copy of the email serving the materials, we will prepare an affidavit for you.

Many thanks,
Kass

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 (Proceeding)

We refer to the above matter and **attach** copies of the following documents:

1. interlocutory process filed in the Proceeding on 11 May 2020;
2. sealed affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020;
3. a Mimecast Link to Exhibit "VNS-2", being a bundle of documents exhibited to the affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020;
4. sealed supplementary affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020; and
5. a Mimecast Link to Exhibit "VNS-3", being a bundle of documents exhibited to the supplementary affidavit of Vaughan Neil Strawbridge filed in the Proceeding on 11 May 2020.

We confirm that the Proceeding is listed for Hearing via Microsoft Teams (video-conference) in the Federal Court of Australia at **10:15am**, Wednesday **13 May 2020** before the Honourable Justice Middleton.

Details on how to attend the hearing are below:

Link: [Join Microsoft Teams Meeting](#)

Join by Phone

Phone: 02 9161 1229

Conference ID: 146 961 71#

Join with a video conferencing device

862016018@t.plcm.vc

VTC Conference ID: 1371164547

Kind regards,

**Kassandra Adams, Senior Associate
Clayton Utz**

Level 15, 1 Bligh Street, Sydney NSW 2000 Australia | D +612 9353 4200 | F +612 8220 6700 | M +61 435014318 |
kaadams@claytonutz.com | www.claytonutz.com

Please consider the environment before printing this e-mail

This e-mail and any attachments to it are confidential. You must not use, disclose or act on the e-mail if you are not the intended recipient. If you have received this e-mail in error, please let us know by contacting the sender and deleting the original e-mail. Liability limited by a scheme approved under Professional Standards Legislation. Deloitte refers to a Deloitte member firm, one of its related entities, or Deloitte Touche Tohmatsu Limited ("DTTL"). Each Deloitte member firm is a separate legal entity and a member of DTTL. DTTL does not provide services to clients. Please see www.deloitte.com/about to learn more. Nothing in this e-mail, nor any related attachments or communications or services, have any capacity to bind any other entity under the 'Deloitte' network of member firms (including those operating in Australia).

MinterEllison has a [24-hour chatbot helpline](#) offering guidance on a range of COVID-19 related topics and a COVID-19 Hub [on our website](#).

IMPORTANT INFORMATION, PLEASE READ

This email, including any attachments, is confidential and may be legally privileged (and neither is waived or lost by mistaken delivery). Please notify us if you have received this email in error and promptly delete it from your system. Any unauthorised use of this email is expressly prohibited. Our liability in connection with this email (including due to viruses in any attachments) is limited to re-supplying this email and its attachments. We collect personal information to provide and market our services and for other purposes - please refer to our privacy policy for more information on how we collect and handle personal information.

Sensitive: Legal