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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: 29/07/2020 10:39:27 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 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: David Michael Orr
Address: Riverside Centre, 123 Eagle St, Brisbane City QLD 4000
Occupation: Registered Liquidator and Chartered Accountant
Date: 29 July 2020

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1	Affidavit of David Michael Orr in support of application for orders under section 90-15 of Schedule 2 - the Insolvency Practice Schedule (Corporations) sworn on 29 July 2020	All	1 - 17
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Filed on behalf of (name & role of party) The Plaintiffs
 Prepared by (name of person/lawyer) Timothy James Sackar
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 (include state and postcode)

I, David Michael Orr, of Deloitte Touche Tohmatsu (of which Deloitte Financial Advisory Pty Ltd is a wholly owned subsidiary) (**Deloitte**), at Riverside Centre, 123 Eagle St, Brisbane City Queensland 4000, Registered Liquidator and Chartered Accountant, say on oath:

1. I am a partner in the Restructuring Services practice of the professional services firm trading as Deloitte. I am a Chartered Accountant and a Registered Liquidator and I have practised for more than 19 years as an accountant specialising in insolvency related matters in Australia. A copy of my CV is located behind **Tab 1** of **Exhibit DMO-1**.
2. I am assisting the four joint and several voluntary administrators of each of the Second to Fortieth Plaintiffs and the proposed administrators of each of VAH Newco No. 2 Pty Ltd (in liquidation) and VB Investco Pty Ltd (in liquidation) (together, **Virgin Companies**), being Mr Vaughan Strawbridge, Mr Salvatore Algeri, Mr John Greig and Mr Richard Hughes (together, **the Administrators** and each an **Administrator**) in relation to the administration (or proposed administration) of the Virgin Companies.
3. 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 in the course of my role assisting the Administrators of the Virgin Companies, which I believe to be true.
4. I have shown this affidavit to Mr Strawbridge and he has confirmed that he agrees with its contents and has consented to it being filed in the proceedings.
5. Exhibited to me at the time of making this affidavit is a bundle of documents to which I make reference in this affidavit marked "DMO-1" (**Exhibit DMO-1**). A reference to a Tab in this affidavit is to a tab in Exhibit DMO-1 unless otherwise stated.

Background

6. The question of how to deal with voting has not yet arisen in the administrations of the Virgin Companies. This is because creditors of the Virgin Companies were not required to vote on a resolution at the first meeting of creditors of each of the Second to Fortieth Plaintiffs as to either:
 - (a) the appointment of a committee of inspection (because of the orders made by Justice Middleton dated 24 April 2020 and 15 May 2020 in these proceedings); or
 - (b) the possible replacement of the Administrators (because no creditor proposed such a resolution).
7. The question of voting will become relevant for the first time at the second meetings of creditors of the Virgin Companies to be convened under section 439A of the Corporations Act (**Second Meetings**). Voting at the Second Meetings is to occur in a context where, as set out below, the persons seeking to vote at the Second Meetings may number in the tens of thousands.

8. Accordingly, I have been assisting the Administrators, together with other Deloitte staff, in the development and implementation of software systems and processes to assist the Administrators in facilitating communications with a large number of creditors, the receipt and management of proofs of debt and proxy forms, the adjudication of claims and voting by creditors in advance of and at the Second Meetings. The principal software tool we have developed for this purpose is the "Halo Platform", or "Halo".
9. To facilitate the adoption of the Halo Platform for the purposes of voting at the Second Meetings, I make this affidavit in support of the relief sought by the Plaintiffs in the Interlocutory Process filed in these proceedings on 29 July 2020 (**Application**), comprising orders under section 90-15 of the Insolvency Practice Schedule (Corporations), being Schedule 2 to the *Corporations Act 2001* (Cth) (**IPSC**).

Overview of the Halo Platform

10. The Halo Platform is a proprietary digital claims management platform that was originally developed by Deloitte to assist organisations to manage whistle-blower disclosures securely and effectively. Deloitte has provided this digital facility to some of Australia's largest corporate businesses and Government departments and instrumentalities. Deloitte has adapted the Halo Platform for use in the external administration of the Virgin Companies and it now has the following capabilities:
 - (a) large numbers of persons, in this case persons claiming to be creditors of the Virgin Companies including employees, can register for a unique account on the platform and communicate and receive communications from the Administrators, via their user accounts;
 - (b) users can lodge a debt or claim for the purposes of voting at the Second Meetings;
 - (c) claims can be lodged on a "bulk" basis, as described at paragraph 18 below;
 - (d) users can upload documents, including any documents and particulars in support of a person's claim to be a creditor of the Virgin Companies;
 - (e) persons can access information in relation to the adjudication of debts and claims by the Administrators and for the Administrators to communicate with creditors through the platform in relation to that process;
 - (f) secure messages can be sent to, and received from, persons;
 - (g) a "voting event" can be created, which provides a notification to creditors of their ability to vote and the list of resolutions on which creditors may vote;
 - (h) creditors can nominate proxies to vote on resolutions; and

- (i) facilitating voting for the purposes of the Second Meetings, including to calculate and declare the results of a "live" poll.
11. In effect, the Halo Platform is a user interface (like a webpage) linked to a database that can be scaled up or down to accommodate the required number of users (in this application, persons claiming to be creditors of the Virgin Companies).
 12. I and other staff of Deloitte are currently undertaking load testing to ensure that Halo will be able to handle expected peak load times (e.g. voting during in the period before and during the Second Meetings). The initial results of this testing are due next week and, if it appears that performance or speed of the current interface will be slowed due to the expected load, the Administrators will increase the Halo system infrastructure to increase capacity and performance through the addition of more servers or other measures.

Creditor Profile of the Virgin Companies

13. The Virgin Companies' creditor profile, on a group basis as at the date of the Administrators' appointment, can be broadly summarised as follows (noting that the information is approximate only and based on our 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.
14. The largest creditor category not reflected above is likely to comprise customers of the Virgin Companies. Customers whose flights were cancelled by Virgin Companies as a result of the COVID-19 pandemic have been entitled to obtain a "conditional credit" in accordance with the Conditional Credit Policy implemented by the Second to Fortieth Plaintiffs following the orders made by Justice Middleton on 13 May 2020 in these proceedings. Customers who have had their flights cancelled but have not availed themselves of and / or not used any credit offered under the Conditional Credit Policy will also be treated by the Administrators as creditors of the relevant Virgin Companies.
15. In my opinion, there are likely to be hundreds of thousands of such customers given that approximately 500,000 customers of the Virgin Companies were unable to utilise flight

tickets between April and June 2020 (stemming from flight cancellations due to the impact of the COVID-19 pandemic) and further customers will be affected in relation to flights scheduled for July to December 2020 that have been or are likely to be cancelled.

16. In addition, as at the date of this affidavit, approximately \$1.3m of Conditional Credits have been issued to over 7,600 customers who held direct bookings with the airline for flights or other services. The Administrators are currently unable to quantify the additional number of Conditional Credits issued to customers who booked through an agent.

Registration of creditors on Halo

17. As at 24 July 2020, 10,945 creditors had registered with the Halo Platform.
18. The figure at paragraph 17 includes employees and creditors whose details were pre-registered by the Administrators. Creditors were pre-registered in circumstances where the Administrators obtained information in relation to those creditors' claims from the books and records of the Virgin Companies, including from the companies' Vendor Master Database and the single consolidated report on company activities and property (**ROCAP**) lodged by the directors pursuant to Order 6 of the orders made by Justice Middleton dated 15 May 2020 in these proceedings. Where creditors were registered on the platform by the Administrators, they have received correspondence from the First Plaintiffs notifying them of their pre-registration and requesting that they confirm their email and create a password. The communications are detailed at paragraphs 38(a)ii (non-employee creditors) and 38(b) (employee creditors).
19. Any Creditor not pre-registered on the Halo Platform is able to register as a "new user". This can be done via the Deloitte Halo webpage at: <https://virgin.deloitte-halo.com/> (**Halo Webpage**). A printout of the Halo Webpage is located at **Tab 2** of **Exhibit DMO-1**.
20. In addition to providing instructions in relation to registering with the Halo Platform and submitting or viewing a proof of debt, the Halo Webpage contains a link to Deloitte's prepared answers to frequently asked questions regarding the Halo Platform (**Halo FAQs**). The Halo FAQs address the following:
 - (a) the Halo registration process;
 - (b) information privacy, including the management of personal information provided through Halo, for example, how such information will be used, creditor's rights in relation to their personal information and the process for lodging a complaint if a creditor has concerns about how their personal information is being used;

- (c) managing a Halo Platform user account, including how to request a password reset, change a creditor's contact details, turn off Halo Platform notifications and how to access assistance to using the platform;
- (d) making a claim, including how to submit a proof of debt and any supporting documentation, how to edit or update a previously submitted claim and how to see which people have been granted access to a creditor's claim (for example, a user's legal or financial advisers);
- (e) communications between creditors and the Administrators, including that by registering through Halo, the users consent to being contacted by the Administrators (and any subsequent external administrators appointed to the Virgin Companies) through the email address provided;
- (f) in respect of employee creditors, confirming that employee creditors have been pre-registered in the platform (and therefore not required to submit a claim) and providing contact details to discuss queries about entitlements; and
- (g) the manner in which the administration will proceed and the timeframe of when creditors can expect payments to be made.

A copy of the Halo FAQs is located at **Tab 3** of **Exhibit DMO-1**.

21. The Administrators intend to provide creditors of the Virgin Companies with further details of the Halo Platform in the report to creditors pursuant to section 75-225 of the IPR, including a copy of:
 - (a) a voting guide, which is intended to be a more detailed "step-by-step" user guide. This primary purpose of this guide will be to inform creditors how to vote in the Halo Platform (using additional screenshots) as well as registering and lodging proofs of debt; and
 - (b) a shorter form infographic, which steps through the process for voting in the Halo Platform. A copy of the draft infographic is located at **Tab 4** of **Exhibit DMO-1**.
22. The Halo Webpage also contains a link a form titled "Halo Help" through which individuals can submit any queries they may have in relation to the Halo Platform, proofs of debt or proxies.
23. In addition to the "Halo Help" form, the Administrators propose to communicate with creditors as follows:
 - (a) for customers of the Virgin Companies, if they call the Virgin Companies' general enquiry number on 13 67 89, an interactive voice response will:

- i. guide them to, amongst other places the Virgin website landing page, which will contain information on registering with the Halo Platform; or
 - ii. allow customers to speak to a Virgin team member. Approximately 200 staff are presently employed in the relevant call centre function. Where this option is selected, Virgin employees will work from a pre-defined script and the Halo FAQs to respond to any queries; and
- (b) for all creditors, a web chat support function is being developed, which will launch on the Virgin Website and allow individuals to click on an option to chat with a Virgin or Deloitte employee, trained in using the Halo Platform. This feature will allow the relevant Deloitte or Virgin employee to send through copies of the Halo FAQs.

Lodgement of proofs of debt

24. Creditors are currently able to lodge proofs of debt through the Halo Platform. The majority of creditors (other than customers) have been given notice of this functionality via email correspondence as detailed in paragraph 38 below.
25. Creditors, other than the USD noteholders described in paragraph 26 below, who have not already lodged a proof of debt will be requested do so through the Halo Platform prior to the Second Meetings. To date, the Administrators have also accepted proofs of debt lodged in the ordinary course (that is, being sent to the Administrators via email or post). Where proofs of debt are not submitted using the Halo Platform, but rather, have been sent to the Administrators by post or email, the Administrators have been manually entering this data into the Halo Platform. Once the data has been entered the relevant creditor is then sent a link to the Halo Platform via email asking them to confirm their registration.
26. While the Administrators would welcome the holders of:
- (a) the USD \$350,000,000 7.875% Senior Notes due on 15 October 2021 (Reg S CUSIP: Q94606AG7 & 144A CUSIP: 92765YAG2); and
 - (b) the USD \$425,000,000 8.125% Senior Notes due on 15 November 2024 (Reg S CUSIP: Q94606AH5 & 144A CUSIP: 92765YAH0),
- (collectively, “**USD Noteholders**”), to register on the Halo Platform for the purposes of facilitating efficient and prompt notification and provision of information as to the conduct of the administrations of the Virgin Companies to those persons, the Administrators do not in this application seek orders requiring the USD Noteholders to vote via the Halo Platform. That is because, I understand, the votes of the USD Noteholders are taken pursuant to a Master Ballot and Beneficial Ballot process administered by the Depositary

Trustee Company in the United States of America and the outcome of that process will be relayed to the Administrators in advance of the Second Meetings.

27. Once a proof of debt has been lodged on the Halo Platform, it will be adjudicated for voting purposes only at the Second Meetings by the Administrators in the usual way. Given the large number of creditors, this will be a very time-consuming process. In my opinion, based on my experience of managing the proof of debt and voting process in a number of administrations in which I have been appointed as an administrator and having regard to:
 - (a) the number of proofs of debt anticipated from creditors of the Virgin Companies;
 - (b) the volume of preparatory work leading up to the Second Meetings; and
 - (c) the resources available to the Administrators to undertake that process,it is essential that, the Administrators and their staff have a period of at least 3 clear business days between the closing of the time for lodging or amending proofs of debt or submitting proxies and the date of the Second Meetings.
28. Noting the significant number of creditors, this will allow:
 - (a) the Administrators' staff sufficient time to adjudicate and admit creditors' debts for voting purposes prior to the Second Meetings;
 - (b) the Administrators' staff sufficient time to work through any issues that might arise in admitting claims;
 - (c) sufficient time for appointed proxies to register with the Halo Platform and vote in respect of their claims; and
 - (d) the avoidance of a situation whereby a large number of creditors may leave lodging their claim until the day before the meeting, in which case it would not be feasible for the Administrators and their staff to review and admit these claims prior to the Second Meetings.
29. A shorter period of time may mean that the Administrators are simply unable to complete the adjudication process before the Second Meetings.
30. Once a creditor's debt or claim is adjudicated, the creditor's individual account on the Halo Platform is updated and the creditor is able to view the amount for which their claim has been admitted. Creditors may then submit a query to the Administrators through the Halo Platform regarding the admitted claim amount prior to the Second Meetings (to the extent they wish to do so).
31. In order to eliminate any duplication of claims (for example, made by two different parties who have different interests in the same debt, such as, for example, a syndicate

financier and a security trustee or facility agent of that syndicate), the Halo Platform contains built in analytical processes which identify duplicate claims. In circumstances where a "double-claim" exists, the Halo Platform has the ability to "deactivate" this claim. This means that the claim remains in the Halo Platform and the associated users are still able to receive and send communications through the platform, but they are unable to submit a vote in respect of the claim at the Second Meetings. Where a claim is "deactivated" on the basis that it is a duplicated claim, the creditor will be notified. This notification takes the following form (by way of example only, whereby the email provided would be the primary user of the claim such as the security trustee in the example given above):

"Claim VI011516C has been marked as a duplicate of Claim VI011435C. Please contact the following users to gain access to Claim VI011435C.

virgincreditor@deloitte.com.au

This is a system generated email. Please do not send messages or reply to this email."

32. With the assistance of Deloitte staff, I have prepared an estimate of the likely costs of managing the proof of debt and voting process on a conventional basis, compared with the likely professional and other costs of managing that process through the Halo Platform, taking into account, among other things, the costs and time associated with maintaining and updating a creditor management system, communicating with creditors, adjudicating on proofs of debt, requesting further information from creditors, verifying and reviewing proxies and tallying votes and the costs of developing and supporting the Halo Platform through the administration period. I estimate that, if done on a conventional basis, the costs of the process will be on the order of \$4,300,000, whereas if done through the Halo Platform, the costs will be around \$1,200,000. This amounts to a costs saving of \$3,100,000 to the estates of the Virgin Companies if the process is conducted through the Halo Platform.

Security of Creditors' Information

33. Deloitte recognises information security as a strategic imperative.
34. The Halo Platform complies with Deloitte's Global Security standards, which include regular security audits to ensure that the Halo Platform is secure, that security considerations be made at each stage of the software development lifecycle including requirements gathering, design, development and deployment.
35. Halo complies with Deloitte's Global Security standards, which include regular security audits to ensure that the Halo Platform is secure. These activities include the following:

- (a) internal security reviews before platform launch and updates;
 - (b) regular penetration test performed by in-house and third-party contractors; and
 - (c) source code review and testing, to ensure software vulnerabilities are identified and remediated.
36. The Halo Platform stores a range of confidential information, which includes personal information, financial information and customer information of creditors. The Halo Platform has a number of security features which protect the data of its users and the integrity of the data contained in the platform. These include, amongst other things:
- (a) end-to-end encryption;
 - (b) monitoring and virus protection;
 - (c) cloud network firewalling; and
 - (d) multifactor authentication by users.
37. Deloitte's security reviews, as well as on-going operations (such as Vulnerability management, virus protection, code reviews etc.) serve to ensure continued compliance to ISO 27001.

Communication with creditors in relation to the Halo Platform

38. Creditors of the Virgin Companies have received communications in relation to the Halo Platform as follows:
- (a) on 11 May 2020:
 - i. an email was sent from the Deloitte Halo Platform email address, virginhalo@deloitte.com.au to all creditors (other than employee creditors and customers) for which the Administrators had obtained an email address either from data contained in the Virgin Companies' books and records or as a result of a creditor having sent an email to the Administrators via one of the Virgin Companies' administration emails listed in paragraph 44(a)(xvii) of the Affidavit of Mr Strawbridge of 11 May 2020 (the **Creditor Database**). This email:
 - 1. provided the Halo Website Link;
 - 2. advised that the Halo Platform will serve as the Administrators' primary tool for communicating with creditors and managing claims during the administration of the Virgin Companies;
 - 3. advised that through the platform, employees and creditors will be able to:

- a. *"Register as a user to provide, verify or update contact information provided to the Administrators"*
 - b. *Submit claims (proof of debt) or modify previous claims provided. This includes submitting additional documentation to the Administrators*
 - c. *If you consent to electronic communications, this platform will allow you to send and receive secure messages to the Administrators about claims submitted or other matters"*
4. set out an explanation as to how creditors can register in the Halo Platform and access their individual Halo user accounts;
 5. provided a link to the Halo FAQs; and
 6. provided a link to a "Halo Help" form, through which creditors could submit a query to the Administrators.

A copy of this email titled "Virgin Australia Group (Administrators Appointed) | Launch of Halo creditors platform" is provided at **Tab 5 of Exhibit DMO-1**;

- ii. an email was sent from the Deloitte Halo Platform email address, virginhalo@deloitte.com.au to all creditors that the Administrators had pre-registered through the Halo Platform, being those who had submitted a proof of debt by post or email, which the Administrators then manually processed through Halo as at that date. In addition to including information described paragraphs 38(a)i.2-3 and 38(a)i.5-6 above, this email:
 1. informed creditors that their email had been pre-registered with Halo;
 2. requested that creditors confirm their email and create a password in the platform; and
 3. provided instructions on viewing and editing claims in the Halo Platform, which stated that:
 - a. the creditor is able to log in to Halo to submit a proof or debt or modify a previous claim;
 - b. that each claim receives a unique identification number so that the creditor can track its status in the administrations;
 - c. there may be a time delay before a claim and supporting documentation would be visible to the creditor in the "My Claims Dashboard" screen; and

- d. once the claim is visible to the creditor, the claim can be edited, updated or supporting documentation submitted.

A copy of this email titled " Virgin Australia Group (Administrators Appointed) | Pre-registration in Halo creditors platform" is provided at **Tab 6 of Exhibit DMO-1**;

(b) on 28 May 2020, an email was sent from the Deloitte Halo email address, virginhalo@deloitte.com.au to all employees at their Virgin Australia emails (and personal emails where nominated). In addition to including information described paragraphs 38(a)i.2-3 and 38(a)i.5-6 above, this email:

- i. informed employees that their work email (and their personal email, if on file) had been pre-registered with Halo;
- ii. set out an explanation on how employees can access their Halo accounts and create a password;
- iii. provided instructions on how employees can view their estimated entitlements and stated that:

1. *"At this stage, the entitlement details provided in Halo are for your information only and to provide you with the opportunity to review the balance of the entitlement. This is not a final determination of your employee entitlement balance"*
2. *"The estimate of entitlements presented will be at a point in time (i.e. 30 April 2020) and will increase or decrease during the course of the Administration as leave is accrued or taken and the Administrators work through other required adjustments".*

iv. provided:

1. instructions about how to submit a message or query to the Administrators through Halo;
2. the emails payroll.queries@virginaustralia.com and payroll@tigerair.com.au, through which employees could also submit a query; and
3. advised that for staff who are a member of a union, their union may be able to assist with their enquiry; and

v. attached:

1. the Halo FAQs; and

2. a copy of the notice posted on the Virgin employee workplace site, which provides further detail about employee entitlements.

A copy of this email titled "Pre-registration to view employee entitlements in Halo Platform" together with the attachments to that email is provided at **Tab 7 of Exhibit DMO-1**;

- (c) on 29 June 2020, an email was sent from the Deloitte Halo email address, virginhalo@deloitte.com.au to all creditors (other than employee creditors and customers) identified in the Creditor Database or **ROCAP** that were not registered on the Halo Platform (based on their email address). In addition to the information described at paragraphs 38(a).i.1- 6 above, this email:

- i. requested that creditors register with Halo if they had not already done so; and
- ii. advised that *"Creditors will need to be registered in the Halo Platform in order to participate in the upcoming vote at the second meeting of creditors (August 2020)"*

A copy of this email titled "Virgin Australia Group (Administrators Appointed) |REMINDER: Register for Deloitte Halo Platform for Virgin Australia" is provided at **Tab 8 of Exhibit DMO-1**;

- (d) on 13 July 2020, a further email was sent from the Deloitte Halo email address, virginhalo@deloitte.com.au to unsecured creditors (other than employee creditors and customers) in the Deloitte Halo database and identified in the Creditor Database or ROCAP that were not registered in the Halo Platform (based on their email address). This email:

- i. requested that these creditors lodge their claims as soon as possible to enable the Administrators to admit them for the purposes of voting at the Second Meetings;
- ii. made the following statements :
 1. *"Please note that the amount your claim is admitted for by the Administrators is for voting purposes at the second meeting of creditors. A detailed adjudication process of your claim(s) will occur at a later date when a dividend has been declared by the Administrators for any dividend distribution you may be entitled to"; and*
 2. *"The Report to Creditors will outline the estimated return to creditors and will provide further details with respect to the steps to be taken to complete the sale of the Virgin Group".*

A copy of this email titled "Virgin Australia | Claims in Deloitte Halo Platform" is provided at **Tab 9** of **Exhibit DMO-1**; and

(e) a link to the Virgin Halo website, <https://virgin.deloitte-halo.com/> (Halo Website Link), has also been posted to the Virgin Companies administration website at <https://www2.deloitte.com/au/virgin>.

39. The Administrators have also scheduled further reminders regarding voting which will be sent to creditors of the Virgin Companies in advance of the Second Meetings.

Swearing of this Affidavit

40. 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.

41. 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.

42. I will formally swear this affidavit when circumstances allow and will instruct Clayton Utz to file the sworn version with the Court.

Sworn by the deponent)
at Brisbane)
in Queensland)
on 29 July 2020)
Before me:)

.....
Signature of deponent

.....
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