

NOTICE OF FILING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 10/11/2020 8:57:43 AM AEDT and has been accepted for filing under the Court's Rules. Details of filing follow and important additional information about these are set out below.

Details of Filing

Document Lodged: Affidavit - Form 59 - Rule 29.02(1)
File Number: NSD464/2020
File Title: APPLICATION IN THE MATTER OF VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) ACN 100 686 226 & ORS
Registry: NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA



Sia Lagos

Dated: 10/11/2020 8:57:50 AM AEDT

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.



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 (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 100 686 226 & ORS

VAUGHAN STRAWBRIDGE, SALVATORE ALGERI, JOHN GREIG AND RICHARD HUGHES, IN THEIR CAPACITIES AS JOINT AND SEVERAL DEED ADMINISTRATORS OF VIRGIN AUSTRALIA HOLDINGS LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT)

First Plaintiffs / First Applicants

VIRGIN AUSTRALIA HOLDINGS LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 100 686 226

Second Plaintiff / Second Applicant

Affidavit of: Matthew James Carr
Address: Level 23, 123 Eagle Street, Brisbane QLD 4000
Occupation: Restructuring Services Manager
Date: 10 November 2020

Contents

Document number	Details	Paragraph	Page
1	Affidavit of Matthew James Carr affirmed on 10 November 2020.	All	1 - 4

Deponent

Witness

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
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(include state and postcode)

[Version 3 form approved 02/05/2019]

Document number	Details	Paragraph	Page
2	Email from the Court forwarding an email from Alex Norquay titled " <i>NSD464/20 - Virgin Airlines and the Federal Court</i> " dated 9 November 2020	5	3
3	Email from Ms Lydia Wlodarczyk to Ms Jillian Robertson titled " <i>Application to appear in the court 10/11/2020 Section 444GA VAH</i> " dated 9 November 2020	6	3
4	Notice of Appearance for Ms Lydia Wlodarczyk	6	3
5	Further email from Ms Lydia Wlodarczyk to Ms Jillian Robertson titled " <i>Application to appear in the court 10/11/2020 Section 444GA VAH</i> " dated 9 November 2020	6	3
6	Email from the Court forwarding an email from Ms Lydia Wlodarczyk titled " <i>Application to appear in Court</i> " dated 9 November 2020	6	3

I, Matthew James Carr, of Deloitte Financial Advisory Pty Ltd (**Deloitte**), at Level 23, 123 Eagle Street, Brisbane QLD 4000, Restructuring Services Manager, solemnly, sincerely, declare and affirm:

OVERVIEW

1. I make this affidavit from my own knowledge and belief, except where otherwise stated in which case I have stated the source of my knowledge.
2. I am a staff member of Deloitte and I assist the First Plaintiffs (**Deed Administrators**) with the deed administrations of the Second to Forty-Second Plaintiffs.
3. This is the second affidavit I have affirmed in support of the interlocutory process filed in these proceedings on 20 October 2020 (**Interlocutory Process**). I refer to and rely upon my affidavit affirmed on 6 November 2020 (**First Affidavit**).
4. I make this affidavit in support of the relief sought by the First Plaintiffs and the Second Plaintiff, Virgin Australia Holdings Ltd (Subject to Deed of Company Arrangement) ACN 100 686 226 (**VAH**), in the Interlocutory Process namely, an order pursuant to section 444GA(1)(b) of the *Corporations Act 2001* (Cth) that leave be granted for the Deed Administrators to transfer all of the existing shares in the capital of VAH, to BC Hart Aggregator, L.P., or its nominee.

Deponent

Witness

FURTHER COMMUNICATIONS WITH THE SHAREHOLDERS

5. I am informed by Jillian Robertson of Clayton Utz, the Deed Administrators' legal advisers and verily believe to be true that, on 9 November 2020 at approximately 8.41am, Ms Robertson received an email from the Court which forwarded an email that the Court received from Mr Alex Norquay on 5 November 2020. A copy of the email is at **Annexure A** of this affidavit.
6. I refer to the correspondence referred to in paragraph 25 of my First Affidavit. I am informed by Ms Robertson and verily believe to be true that, on 9 November 2020:
- (a) at approximately 3.54pm, Ms Robertson received an email from Ms Lydia Wlodarczyk which attached a Notice of Appearance for Ms Wlodarczyk. A copy of the email (without attachments) is at **Annexure B** of this affidavit, while a copy of Ms Wlodarczyk's Notice of Appearance is at **Annexure C** of this affidavit;
 - (b) at approximately 4.03pm, Ms Robertson received a further email from Ms Wlodarczyk. A copy of the email is at **Annexure D** of this affidavit; and
 - (c) at approximately 4.07pm, Ms Robertson received an email from the Court which forwarded an email that the Court received from Ms Wlodarczyk which attached a copy of Ms Wlodarczyk's Notice of Appearance. A copy of the email (without attachments) is at **Annexure E** of this affidavit.

Affirming this affidavit

7. I have not been able to affirm 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.
8. I have been informed by Jillian Kate Robertson, as the proposed witness to this affidavit, and believe, that the relaxation of formality with respect to the unaffirmed 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.

Deponent

Witness

9. I will formally affirm this affidavit when circumstances allow and will instruct Clayton Utz to file the affirmed version with the Court.

Affirmed by the deponent)
at Sydney)
in New South Wales)
on 10 November 2020)
Before me:)

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Signature of deponent

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Signature of witness
Jillian Kate Robertson, solicitor

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Deponent

.....
Witness