

Renée M. Dailey
AKIN GUMP STRAUSS HAUER & FELD
LLP
65 Memorial Road
Suite C340
West Hartford, CT 06107
Telephone: (860) 263-2930
Facsimile: (860) 263-2932

Abid Qureshi
AKIN GUMP STRAUSS HAUER & FELD
LLP
One Bryant Park
New York, NY 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002

Counsel to the Foreign Representatives

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 15
Virgin Australia Holdings Ltd. (ACN 100 686 226) ¹ , <i>et al.</i> ,)	Case No. 20-11024 (SHL)
Debtor in a Foreign Proceeding. ²)	(Jointly Administered)

¹ An Australian Company Number (“ACN”) is a unique nine-digit number issued by the Australian Securities and Investments Commission (“ASIC”) to every company registered under the Commonwealth Corporations Act 2001 as an identifier.

² The Debtors in these cases, along with the last three digits of each Debtor’s ACN number, are: Virgin Australia Holdings Ltd (226); Virgin Australia International Operations Pty Ltd (608); Virgin Australia International Holdings Pty Ltd (021); Virgin Australia International Airlines Pty Ltd (823); Virgin Australia Airlines (SE Asia) Pty Ltd (389); Virgin Australia Airlines Holdings Pty Ltd (675); VAH Newco No. 1 Pty Ltd (345); Tiger Airways Australia Pty Limited (008); Virgin Australia Airlines Pty Ltd (965); VA Borrower 2019 No. 1 Pty Ltd (059); VA Borrower 2019 No. 2 Pty Ltd (343); Virgin Tech Pty Ltd (879); Short Haul 2018 No. 1 Pty Ltd (831); Short Haul 2017 No. 1 (390); Short Haul 2017 No. 2 Pty Ltd (443); Short Haul 2017 No. 3 Pty Ltd (813); VBNC5 Pty Ltd (502); A.C.N. 098 904 262 Pty Ltd (262); Virgin Australia Regional Airlines Pty Ltd (662); Virgin Australia Holidays Pty Ltd (159); VB Ventures Pty Ltd (004); Virgin Australia Cargo Pty Ltd (838); VB Leaseco Pty Ltd (741); VA Hold Co Pty Ltd (157); VA Lease Co Pty Ltd (291); Virgin Australia 2013-1 Issuer Co Pty Ltd (326); 737 2012 No. 1 Pty. Ltd (859); 737 2012 No. 2 Pty Ltd (064); Short Haul 2016 No. 1 Pty Ltd (328); Short Haul 2016 No. 2 Pty Ltd (077); Short Haul 2014 No. 1 Pty Ltd (612); Short Haul 2014 No. 2 Pty Ltd (199); VA Regional Leaseco Pty Ltd (605); VB 800 2009 Pty Ltd (934); VB Leaseco No. 2 Pty Ltd (319); VB LH 2008 No. 1 (354); VB LH 2008 No. 2 Pty Ltd (805); VB PDP 2010-11 Pty Ltd (266); Tiger International Number 1 Pty Ltd (944); VB Investco Pty Ltd (095); VAH Newco No. 2 Pty Ltd. (354) (all Subject to Deed of Company Arrangement). The service address for each of the above Debtors is Deloitte Brisbane, Riverside Centre, 123 Eagle St, Brisbane QLD 4000, Australia.

**SUPPLEMENTAL DECLARATION OF FOREIGN REPRESENTATIVE
IN SUPPORT OF MOTION FOR RECOGNITION AND ENFORCEMENT OF (I) THE
DEEDS OF COMPANY ARRANGEMENT, (II) THE AUSTRALIAN COURT’S 444GA
ORDER, AND (III) RELATED RELIEF UNDER
BANKRUPTCY CODE §§ 105(A), 1507, 1509(B)(2)-(3), 1521(A), AND 1525(A)**

I, Richard Hughes, to the best of my information and belief, state as follows:

1. I am over the age of 18 and, if called upon, could testify to all matters set forth in this declaration based upon my own personal knowledge except for those portions specified as being otherwise.

2. I am one of the four joint and several administrators of the deeds of company arrangement (the “Deed Administrators”) of the above-captioned foreign debtors (the “Foreign Debtors”). The other Deed Administrators are my colleagues Vaughan Strawbridge, Salvatore Algieri, and John Greig. Prior to our appointment as Deed Administrators (as a result of execution of the Bain DOCAs), each of the Deed Administrators was appointed as a joint and several voluntary administrator of the Foreign Debtors (the “Voluntary Administrators”). Following the execution of the Bain DOCAs, the Foreign Debtors are “Subject to Deed of Company Arrangement” which is a form of external administration under Australia’s *Corporations Act 2001* (Cth) (the “Corporations Act”). I refer to myself and the other Deed Administrators herein, collectively as, the “Administrators” or the “Foreign Representatives” to include both our roles as “Voluntary Administrators” and “Deed Administrators” as applicable.

3. I submit this supplemental declaration (the “Supplemental Declaration”) in further support of the *Motion for Recognition of (I) the Deeds of Company Arrangement, (II) the Australian Court’s 444GA Order, and (III) Related Relief under Bankruptcy Code §§ 105(a), 1507, 1509(b)(2)-(3), 1521(a) and 1525(a)* [Docket No. 34] (the “Recognition Motion”).

Defined terms used herein and not otherwise defined have the meanings ascribed to them in the Recognition Motion.

4. I make this supplemental declaration based upon information that my colleagues and I have obtained during my role as one of the Administrators of the Foreign Debtors.

5. Attached hereto as Exhibit A is a true and correct copy of the 444GA Order entered on November 10, 2020.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing statements are true and correct to the best of my information and belief.

Dated: November 10, 2020

/s/ Richard Hughes

Richard Hughes

in his capacity as Joint and Several Deed
Administrator of the Foreign Debtors

EXHIBIT A



Federal Court of Australia

District Registry: New South Wales

Division: General

No: NSD464/2020

**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 THE SECOND TO THIRTY-NINTH
PLAINTIFFS** and others named in the schedule
Plaintiff

ORDER

JUDGE: JUSTICE MIDDLETON

DATE OF ORDER: 10 November 2020

WHERE MADE: Melbourne

THE COURT ORDERS THAT:

1. An order pursuant to section 444GA(1)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that the First Plaintiffs, Vaughan Strawbridge, Salvatore Algeri, John Greig and Richard Hughes, in their capacities as joint and several deed administrators (**Deed Administrators**) of the Second to Forty-Second Plaintiffs (together, the **Companies**) be granted leave to transfer all of the existing shares in the capital of the Second Plaintiff, Virgin Australia Holdings Ltd (Subject to Deed of Company Arrangement) ACN 100 686 226 (**Company**) (**Shares**) from the members (as defined in the *Corporations Act*) to BC Hart Aggregator, L.P., or its nominee (**Bain Capital**) in accordance with clause 10.3 of the deed of company arrangement dated 25 September 2020, entered into by the Deed Administrators, Bain Capital, and certain of the Companies (**Deed**).
2. An order pursuant to section 447A(1) of the *Corporations Act* and section 90-15(1) of the *Insolvency Practice Schedule (Corporations)* set out in Schedule 2 to the *Corporations Act* that any of the Deed Administrators may, jointly or severally, in their capacity as Deed Administrators:



- (a) execute share transfer forms and any other documents ancillary or incidental to effecting the transfer of the Shares referred to in Order 1; and
 - (b) enter or procure the entry of the name of Bain Capital or its nominee into the share register of the Company in respect of all Shares transferred to Bain Capital or its nominee in accordance with Order 1.
3. An order that the Deed Administrators' costs of and incidental to this application be costs and expenses in the deed administration of the Company.
4. An order that the Court's orders be entered forthwith.

Date that entry is stamped: 10 November 2020

Sia Lagos
Registrar



Schedule

No: NSD464/2020

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

Interested Person	DEPUTY COMMISSIONER OF TAXATION
Applicant	BROAD PEAK INVESTMENT ADVISERS PTE. LTD. (FOR AND ON BEHALF OF BROAD PEAK MASTER FUND II LIMITED AND BROAD PEAK ASIA CREDIT OPPORTUNITIES HOLDINGS PTE. LTD.
Applicant	TOR INVESTMENT MANAGEMENT (HONG KONG) LTD
Plaintiff	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)
Plaintiff	VIRGIN AUSTRALIA HOLDINGS LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 100 686 226
Second Plaintiff	VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) ACN 100 686 226
Second Interested Person	COMMONWEALTH OF AUSTRALIA
Third Plaintiff	VIRGIN AUSTRALIA INTERNATIONAL OPERATIONS PTY LTD (ADMINISTRATORS APPOINTED) ACN 155 859 608
Third Interested Person	BC HART AGGREGATOR, L.P.
Fourth Plaintiff	VIRGIN AUSTRALIA INTERNATIONAL HOLDINGS PTY LTD (ADMINISTRATORS APPOINTED) ACN 155 860 021
Fourth Interested Person	BC HART AGGREGATOR (AUSTRALIA) PTY LTD
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

Fortieth Plaintiff TIGER INTERNATIONAL NUMBER 1 PTY LTD
(ADMINISTRATORS APPOINTED) ACN 606 131 944

Interested Person ALEXANDER FUNDS MANAGEMENT & ORS