

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 29/07/2020 1:00:21 AM AEST and has been accepted for filing under the Court's Rules. Filing and hearing details follow and important additional information about these are set out below.

Filing and Hearing Details

Document Lodged: Interlocutory process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 3
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
Reason for Listing: Interlocutory Hearing
Time and date for hearing: 30/07/2020, 10:15 AM
Place: Please check Daily Court List for details



Sia Lagos

Dated: 29/07/2020 10:39:24 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 Reason for Listing shown above is descriptive and does not limit the issues that might be dealt with, or the orders that might be made, at the hearing.

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 3 Interlocutory process

(Rules 2.2, 15A.4, 15A.8 and 15A.9)

Federal Court of Australia
District Registry: New South Wales
Division: Commercial and Corporations List

No. NSD 464 of 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 EACH 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

A. DETAILS OF APPLICATION

This application is made under section 90-15 of the *Insolvency Practice Schedule (Corporations) (IPSC)*, being Schedule 2 to the *Corporations Act 2001 (Cth) (Corporations Act)*.

On the facts stated in the supporting affidavit of David Michael Orr sworn on 29 July 2020 (**Orr Affidavit**) the Plaintiffs seek the following orders:

Deloitte Halo platform

1. An order pursuant to section 90-15 of the IPSC that, subject to paragraph 4, the First Plaintiffs (including in their capacity as proposed joint and several administrators of each of VAH Newco No 2 Pty Ltd (in liquidation) (**VAH Newco 2**) and VB Investco Pty Ltd (in liquidation) (**VB Investco**)) (**the Administrators**), are justified in requiring that any person who intends to vote at the second meetings of creditors of the Second to Fortieth Plaintiffs and, if applicable, VAH Newco 2 and VB Investco (together, **the Virgin Companies**) convened pursuant to section 439A of the Corporations Act (**Second Meetings**), must register with the Deloitte Halo platform described in the Orr Affidavit (**Halo Platform**).

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)



2. An order pursuant to section 90-15 of the IPSC that, other than in respect of the creditors referred to in paragraph 4, the Administrators are justified in:
- a. ascertaining who is a creditor of any of the Virgin Companies for the purposes of section 75-85(1) of the *Insolvency Practice Rules (Corporations) 2016 (Cth) (IPR)* (or who may otherwise be entitled to vote by reason of section 75-86 of the IPR); and
 - b. admitting in whole or in part a person's debt or claim for the purposes of section 75-85(3)(a) of the IPR,

based only on the books and records of the Virgin Companies and information provided by any person on, or otherwise entered in, the Halo Platform (and are otherwise entitled to disregard any other debt or claim).

3. An order pursuant to section 90-15 of the IPSC that, subject to paragraph 4, the IPR is to operate in relation to the Virgin Companies such that the requirements of a person to:
- a. lodge particulars of a debt or claim for the purposes of section 75-85(3)(b) of the IPR;
 - b. provide an instrument of appointment of proxy pursuant to section 75-150(3) of the IPR; and
 - c. provide an instrument evidencing the appointment of a power of attorney pursuant to section 75-155(2) of the IPR,

in order to establish an entitlement to vote at the Second Meetings may only be satisfied by a person submitting relevant information electronically using the Halo Platform.

4. An order that paragraphs 1 to 3 above do not apply to those creditors (or the debt or claim made by or on behalf of such creditors) who are the holders of:
- a. those certain USD \$350,000,000 7.875% Senior Notes due on 15 October 2021 (Reg S CUSIP: Q94606AG7 & 144A CUSIP: 92765YAG2); and
 - b. those certain USD \$425,000,000 8.125% Senior Notes due on 15 November 2024 (Reg S CUSIP: Q94606AH5 & 144A CUSIP: 92765YAH0),

(collectively, "**USD Noteholders**").



Communication via Halo Platform in relation to the administrations of the Virgin Companies and proofs of debt

5. An order pursuant to section 90-15 of the IPSC that the Administrators are justified in utilising the Halo Platform to communicate with persons, including any USD Noteholders who have registered on the Halo Platform, in respect of:
 - a. notification and provision of information as to the conduct of the administrations of the Virgin Companies;
 - b. any proof or particulars of debt or claim lodged on the Halo Platform, including:
 - i. the adjudication of such proof or particulars of debts or claims for the purposes of voting at the second meetings of creditors of the Virgin Companies pursuant to section 75-100 of the IPR; and
 - ii. requesting further evidence from a person in respect of a debt claimed pursuant to section 75-95 of the IPR.

General

6. An order that the Administrators take all reasonable steps to cause notice of the Court's orders to be given, within one (1) business day of the making of the orders, to:
 - a. creditors of the Virgin Companies (**Creditors**), in the following manner:
 - i. where the Creditor is a registered user on the Halo Platform, via the Halo Platform;
 - ii. where the Creditor is not a registered user on the Halo Platform but the Administrators have an email address for a Creditor, by notifying each such Creditor, via email, of the making of the orders and providing a link to a website where the Creditor may download the orders and the Interlocutory Process;
 - iii. where a Creditor is not a registered user on the Halo Platform and the Administrators do not have an email address for a Creditor but have a postal address for that Creditor (or have received notification of non-delivery of a notice sent by email in accordance with paragraph (a)(ii) above), by notifying each such Creditor, via post, of the making of the orders and providing a link to a website where the Creditor may download the orders and the Interlocutory Process;
 - iv. where a Creditor is not a registered user on the Halo Platform and the Administrators do not have an email address for a Creditor but have an email address for a trustee, custodian or other agent who represents or may act on behalf of that Creditor, by notifying each such trustee, custodian or other agent, via email, of the making of the



orders and providing a link to a website where the trustee, custodian, other agent or Creditor may download the orders and the Interlocutory Process; and

v. by placing scanned, sealed copies of the Interlocutory Process and the orders on the website maintained by the Administrators at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australiaholdings-limited-subsiidiaries.html>; and

b. the Australian Securities and Investments Commission.

7. An order that any person who can demonstrate a sufficient interest have liberty to apply to vary or discharge any orders made pursuant to paragraphs 1 to 5 above, on one (1) business day's written notice to the Plaintiffs and to the Associate to Justice Middleton.
8. An order that the Plaintiffs have liberty to apply on one (1) business day's written notice to the Court in relation to any variation or discharge of the Court's orders.
9. An order that the Plaintiffs' costs of the application be treated as costs in the administrations of each of the Virgin Companies, jointly and severally.
10. An order that the Court's orders be entered forthwith.
11. Such further or other orders or directions as the Court considers appropriate.

Date: 29 July 2020

A handwritten signature in blue ink, appearing to read "Orfhlaith Maria McCoy".

Signed by Timothy James Sackar (by his partner Orfhlaith Maria McCoy)
Solicitor for the First Plaintiffs



B. NOTICE TO RESPONDENT(S) (IF ANY)

N/A

C. FILING

This interlocutory process is filed by Clayton Utz for the Plaintiffs.

E. SERVICE

The First Plaintiffs' address for service is:

Attention: Timothy Sackar/Kassandra Adams
C/- Clayton Utz Lawyers
Level 15,
1 Bligh Street
SYDNEY NSW 2000

It is not intended to serve a copy of this interlocutory process on any person.



SCHEDULE 1

Federal Court of Australia
 District Registry: New South Wales
 Division: Commercial and Corporations List

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 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
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