



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: 24 April 2020

WHERE MADE: Melbourne

1. The Originating Process filed on 23 April 2020 be made returnable at 10.15am on 24 April 2020.
2. Pursuant to section 447A(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and section 90-15 of the Insolvency Practice Schedule (Corporations), being Schedule 2 to the Corporations Act (**IPSC**), Part 5.3A of the Corporations Act is to operate, *nunc pro tunc*, in relation to each of the Second to Thirty-Ninth Plaintiffs as if any notice (**Notice**) required to be given pursuant to sections 75-225(1) and 75-15 of the *Insolvency Practice Rules (Corporations) 2016* (Cth) (**IPR**) will be validly given to creditors of the Second to Thirty-Ninth Plaintiffs by reason of the following steps having been taken at least five business days prior to the date of the proposed meeting:
 - (a) where the First Plaintiffs:
 - (i) have an email address for a creditor, by sending the Notice by email to each such creditor;
 - (ii) where the First Plaintiffs do not have an email address for a creditor but have a postal address for the creditor (or have received notification of non-



delivery of a notice sent by email in accordance with (a)(i) above), by sending the Notice by posting a copy of it to the postal address for each such creditor;

- (b) by causing the Notice to be published on the Australian Securities and Investments Commission (ASIC) published notices website at <https://insolyncynotices.asic.gov.au/>; and
 - (c) by publishing the Notice on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subidiaries.html>.
3. Pursuant to section 447A(1) of the Corporations Act and section 90-15 of the IPSC, if, pursuant to any provision in any of Part 5.3A of the Corporations Act, Part 5.3A of the *Corporations Regulations 2001* (Cth), the IPSC, or the IPR, the First Plaintiffs are required to provide any other notification to creditors during the administration of each of the Second to Thirty-Ninth Plaintiffs, the applicable notice requirements will be satisfied if the First Plaintiffs give such notice by taking the following steps:
- (a) where the First Plaintiffs:
 - (i) have an email address for a creditor, by notifying each such creditor of the relevant matter via email;
 - (ii) 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 (a)(i) above), by notifying each such creditor in writing of the relevant matter via post;
 - (b) by publishing notice of the relevant matter on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subidiaries.html>; and
 - (c) to the extent the matter relates to a meeting that is the subject of section 75-40(4) of the IPR, by causing notice of the meeting to be published on the ASIC published notices website at <https://insolyncynotices.asic.gov.au/>.



4. Pursuant to section 447A(1) of the Corporations Act and section 90-15 of the IPSC, to the extent not permitted specifically by sections 75-30, 75-35 and 75-75 of the IPR, the First Plaintiff be permitted to hold meetings of creditors during the administration of each of the Second to Thirty-Ninth Plaintiffs by telephone or audio-visual conference at the place of the Administrators' offices (without creditors of the Second to Thirty-Ninth Plaintiffs being able to attend physically at that place), with such details of the arrangements for using the telephone or audio-visual conference facilities to be specified in each of the notices issued to creditors.
- 4A. Pursuant to section 447A(1) of the Corporations Act and section 90-15 of the IPSC, Part 5.3A of the Corporations Act is to operate in relation to the Second to Thirty-Ninth Plaintiffs as if the First Plaintiffs have validly convened the first meeting of the creditors of the Second to Thirty-Ninth Plaintiffs (**First Meeting**) in accordance with section 436E(3) of the Corporations Act, by the notice issued by the First Plaintiffs on 21 April 2020 (**Notice of First Meeting**), notwithstanding that the Notice of First Meeting referred to the location of the meeting as "Virtual meeting only".
5. Pursuant to section 447A(1) of the Corporations Act and section 90-15 of the IPSC, to the extent not permitted specifically by section 75-35(2)(b) of the IPR, the creditors of each of the Second to Thirty-Ninth Plaintiffs who wish to participate at any meetings of each of the Second to Thirty-Ninth Plaintiffs held by telephone or audio-visual conference at the place of the Administrators' offices (without creditors of the Second to Thirty-Ninth Plaintiffs being able to attend physically at that place), must lodge with the First Plaintiffs, no later than the second last business day before the day on which the meeting is held, specific proxy forms containing the information in section 75-35(2)(b)(i)-(iii) of the IPR (with liberty to notify the First Plaintiffs of the withdrawal of that specific proxy and amended vote following any discussion at a meeting, in advance of a resolution being passed).
6. Pursuant to section 447A(1) of the Corporations Act and section 90-15 of the IPSC, Divisions 75 and 80 of the IPSC and Division 75 of the IPR are to operate as if:



- (a) the requirement in sections 80-10 and 80-15 of the IPSC for the creditors of a company to resolve that a committee of inspection be formed and to appoint members of the committee of inspection, be dispensed with;
 - (b) a single committee of inspection be formed in respect of the Second to Thirty-Ninth Plaintiffs;
 - (c) subject to (d)-(e) below, the members of the committee of inspection be persons proposed by the First Plaintiffs from nominations made to them in advance of, or at, the First Meeting;
 - (d) no later than three (3) business days after the First Meeting, the First Plaintiffs put a proposal (**Proposal**) to the creditors of the Second to Thirty-Ninth Plaintiffs (by giving notice in conformity with the orders in paragraph 3 above and, subject to (iii)-(iv) below, otherwise in accordance with section 75-40 of the IPR):
 - (i) that the members of the committee of inspection be those persons proposed by the First Plaintiffs;
 - (ii) inviting the creditors of the Second to Thirty-Ninth Plaintiffs to vote either Yes or No on the Proposal;
 - (iii) the option of the creditors being permitted to object to the Proposal being determined without a meeting of creditors, be dispensed with; and
 - (iv) the time in section 75-130(3) of the IPR be abridged from 15 business days to 5 business days; and
 - (e) if the Proposal is taken to have passed in accordance with section 75-130(2)(a)-(b) of the IPR, then the members of the committee of inspection be those persons proposed by the First Plaintiffs.
7. Pursuant to section 447A(1) of the Corporations Act and section 90-15 of the IPSC, to the extent not permitted specifically by section 80-5(3) of the IPR:



- (a) a meeting of the committee of inspection may be convened by electronic notice sent to an email address specified by each of the members of the committee of inspection; and
 - (b) a meeting of the committee of inspection may be permitted to be held by telephone or audio-visual conference (only, and in place of a physical meeting) with such details of the arrangements for using the telephone or audio-visual conference facilities to be specified in each of the notices issued to, or by, the members of the committee of inspection. dispersed
- 8. Pursuant to section 447A(1) of the Corporations Act and section 90-15 of the IPSC, section 70-1(2)(a) of the IPR is to operate in relation to each of the Second to Thirty-Ninth Plaintiffs as if:
 - (a) the words “5 business days after receiving the request” be read as “10 business days after receiving the request”; and
 - (b) the First Plaintiffs may provide the information, report or document requested by a creditor by publishing that information, report or document on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subsidiaries.html>, and by referring the creditor to that website.
- 9. Pursuant to sections 443B(8) and 447A(1) of the Corporations Act and section 90-15 of the IPSC, Part 5.3A of the Corporations Act is to operate in relation to each of the Second to Thirty-Ninth Plaintiffs as if:
 - (a) the First Plaintiffs’ personal liability under sections 443A(1)(c) and 443B(2) of the Corporations Act begins on 26 May 2020, such that the First Plaintiffs are not personally liable for any liability with respect to any property leased, used or occupied by any of the Second to Thirty-Ninth Plaintiffs (including amounts payable pursuant to any leases entered into by any of the Second to Thirty-Ninth Plaintiffs), from any lessors, in the period from 28 April 2020 to 26 May 2020 inclusive; and



- (b) the words “within five business days after the beginning of the administration” in section 443B(3) of the Corporations Act instead read “by 26 May 2020”.
10. The First Plaintiffs must take all reasonable steps to cause notice of these orders to be given, within two (2) business days of the making of these orders, to:
- (a) the creditors (including persons or entities claiming to be creditors) of each of the Second to the Thirty-Ninth Plaintiffs, in the following manner:
 - (i) where the First Plaintiffs 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 Originating Process;
 - (ii) where the First Plaintiffs 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 (a)(i) 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 Originating Process; and
 - (iii) placing scanned, sealed copies of the Originating Process and the orders on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subsidiaries.html> ; and
 - (b) ASIC.
11. Any person who can demonstrate a sufficient interest has liberty to apply to vary or discharge any orders made pursuant to paragraphs 2 to 9 above, on 1 business day’s written notice being given to the Plaintiffs and to the Associate to Justice Middleton.
12. The Plaintiffs have liberty to apply on 1 business day’s written notice to the Court in relation to any variation of these orders or any other matter generally arising in the administrations of any or all of the Second to Thirty-Ninth Plaintiffs.



13. The Plaintiffs' costs of the application are to be treated as costs in the administrations of each of the Second to Thirty-Ninth Plaintiffs, jointly and severally.
14. These orders be entered forthwith.

THE COURT NOTES THAT:

15. When the First Plaintiffs provide further details of how creditors of the Second to Thirty-Ninth Plaintiffs may attend the First Meeting by electronic means, the First Plaintiffs will indicate that the place of the First Meeting is to be at the offices of the First Plaintiffs at Level 9 Grosvenor Place, 225 George Street, Sydney NSW 2000, Australia (but that creditors are not permitted to attend the meeting in person at that place).

Date that entry is stamped:

Sia Lagos
Registrar



Schedule

No: NSD464/2020

Federal Court of Australia

District Registry: New South Wales

Division: General

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