



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: 11 August 2020

WHERE MADE: Melbourne

THE COURT ORDERS THAT:

1. The Interlocutory Process filed on 29 July 2020 be made returnable at 10.15am on 30 July 2020.
2. Pursuant to section 90-15 of the Insolvency Practice Schedule (Corporations) (IPSC), being Schedule 2 to the *Corporations Act 2001* (Cth) (the '**Corporations Act**'), subject to order 5, 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**') by no later than 20 August 2020.



3. Pursuant to section 90-15 of the IPSC, other than in respect of the creditors referred to order 5, 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).
4. Pursuant to section 90-15 of the IPSC, subject to order 5, the IPR 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.
5. Orders 2 to 4 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**').



6. Pursuant to section 90-15 of the IPSC, 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.
- 6A. Material and Information concerning a creditor's debt or claim and provided by that creditor to the Administrators, is to be stored on the Halo Platform and accessible in the relevant creditor's Halo account.
- 6B. If a person claiming to be a creditor notifies the Administrators that the person disputes a decision, notice or adjudication by the Administrators about the person's claim, the Administrators must promptly provide that person with all relevant material and information used or relied upon by the Administrators in making their decision, notification or adjudication not already provided to or by the person, subject to there being no obligation to provide any confidential material or information relating to third parties.
7. 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 (including persons or entities claiming to be creditors) of each of the Virgin Companies, in the following manner:
 - (i) where the creditor is a registered user on the Halo Platform, by publishing a notice 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-australiaholdingslimited-subsiidiaries.html>; and
- (b) the Australian Securities and Investments Commission.
8. Any person who can demonstrate a sufficient interest have liberty to apply to vary or discharge any of orders 2 to 6 above, on three (3) business day's written notice to the Plaintiffs and to the Associate to Justice Middleton.
 9. 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.
 10. The Plaintiffs' costs of the application be treated as costs in the administrations of each of the Second to Fortieth Plaintiffs, jointly and severally.
 11. The matter be adjourned until 11.15am on Monday, 17 August 2020.
 12. These orders be entered forthwith.



Date that entry is stamped: 12 August 2020

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
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