

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 11/08/2020 11:35:20 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:	To Be Advised
Time and date for hearing:	To Be Advised
Place:	To Be Advised



Sia Lagos

Dated: 11/08/2020 12:04:59 PM 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.

Application listed on 11 August 2020 at 2.15pm.



Interlocutory Process

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 (ADMINISTRATORS
APPOINTED) ACN 100 686 226 & ORS**

**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.)**

AND

TOR INVESTMENT MANAGEMENT (HONG KONG) LTD

Applicants

**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
THE SCHEDULE**

Respondents

A. DETAILS OF APPLICATION

This application is made pursuant to section 447A(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and sections 90-15 and 90-20 of the Insolvency Practice Schedule (Corporations), being Schedule 2 to the Corporations Act (**IPSC**).

3453-4031-0544v5

Filed on behalf of (name & role of party)	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.) and Tor Investment Management (Hong Kong) Ltd, Applicants		
Prepared by (name of person/lawyer)	Michael Catchpoole		
Law firm (if applicable)	Corrs Chambers Westgarth		
Tel	(02) 9210 6500	Fax	(02) 9210 6611
Email	Michael.Catchpoole@corrs.com.au		
Address for service (include state and postcode)	Level 17, 8 Chifley, 8-12 Chifley Square, Sydney NSW 2000		



On the facts stated in the supporting affidavit of Cameron Cheetham affirmed 11 August 2020, the Applicants seek the following orders.

Return date of Interlocutory Process and service

- 1 An order that the Interlocutory Process filed on August 2020 be returnable on **11 August 2020 at 2:15 pm.**
- 2 An order abridging the time for service of this Interlocutory Process to **11 August 2020 at 2:15 pm.**

Ballot and proxy voting

- 3 An order pursuant to section 447A of the Corporations Act and section 90-15 of the IPSC, that Part 5.3A of the Corporations Act, the IPSC and Division 75 of the *Insolvency Practice Rules (Corporations) 2016 (Cth) (IPRs)* are to operate such that:
 - a. on or before 13 August 2020, the First Plaintiffs are to notify creditors:
 - i. that any any proposal for resolution on a deed of company arrangement (**DOCA Proposal**) is to be submitted to the First Plaintiffs on or before 24 August 2020 (or such later date as may be required, the **DOCA Proposal Date**); and
 - ii. that a Facilitator has been appointed to facilitate any requests for access to information or stakeholders for the purposes of preparing any such DOCA Proposal;
 - b. the First Plaintiffs would be justified in disregarding any proposal received after the DOCA Proposal Date, provided that such access is provided by the First Plaintiffs, or any Facilitator appointed pursuant to prayer 4 below, within one (1) business day of any such request being made;
 - c. any creditor may submit a DOCA Proposal on or before the DOCA Proposal Date and, despite paragraph (b) above, may submit further explanatory material or amendments in respect of that DOCA Proposal on or before 26 August 2020 (or such later date as may be required, **DOCA Publication Date**);
 - d. on the DOCA Publication Date, the First Plaintiffs are to publish details of any such DOCA Proposal for consideration by creditors, together with any such explanatory material or amendments;



- e. at least one (1) business day before the First Plaintiffs issue any ballot papers (including any electronic ballot incorporated into any online proxy form to be issued by the First Plaintiffs), the First Plaintiffs are to give creditors a reasonable time to debate each DOCA Proposal, or alternatively to conduct question and answer sessions or other activities to promote any such DOCA Proposal;
- f. no earlier than 31 August 2020 (or such later date as may be required), the First Plaintiffs are to issue such ballot papers to creditors; and
- g. such ballot papers are to fairly provide the opportunity for creditors to cast votes in favour of any such DOCA Proposals.

Facilitator

- 4 An order pursuant to section 447A of the Corporations Act and section 90-15 of the IPSC appointing an independent practitioner (**Facilitator**):
 - a. to confer with the First Plaintiffs in relation to access to information and stakeholders requested by the Applicants, or any other creditor in preparation of any DOCA Proposal and to facilitate the provision of such access;
 - b. to prepare a limited report for inclusion in the report required to be given to creditors of the pursuant to s 439A of the Act, in respect of each such proposal;
 - c. to report to the Court on or before 22 August 2020 in relation to the Facilitator's work done in accordance with such appointment; and
 - d. to apply to the Court for any direction or order if the Facilitator deems it necessary and appropriate to do so.
- 5 An order pursuant to section 447A of the Corporations Act and section 90-15 of the IPSC that the First Plaintiffs provide the independent practitioner with access to such documents and information as that practitioner reasonably requires as the Facilitator deems necessary and appropriate.
- 6 An order pursuant to section 447A of the Corporations Act and section 90-15 of the IPSC that such independent practitioner's remuneration is to be paid on an hourly rate and on the same rates as the First Plaintiffs' remuneration and treated in all respects

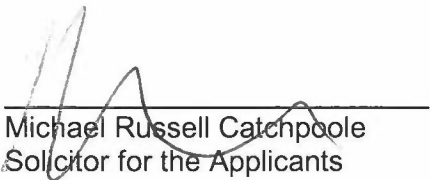


as if the Facilitator's remuneration is part of the remuneration of the First Plaintiffs and subject to the approval of the Committee of Inspection or Court order, as the case may be.

Other Orders

- 7 An order that these orders be entered forthwith.
- 8 Such further or other order as the Court thinks fit.

Date: **11 August 2020**


Michael Russell Catchpoole
Solicitor for the Applicants

This application will be heard by the Federal Court of Australia at the Owen Dixon Commonwealth Law Courts Building, 305 William Street, Melbourne, Victoria at a date and time to be fixed.

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

TO: 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 the Schedule C/- Clayton Utz, Attention: Timothy Sackar
Level 15, 1 Bligh Street, Sydney NSW 2000

If you or your legal practitioner do not appear before the Court at the time shown above, the application may be dealt with, and an order made, in your absence.

Before appearing before the Court, you must, except if you have already done so or you are the plaintiff in this proceeding, file a notice of appearance, in the prescribed form, in the Registry and serve a copy of it on the plaintiff in the originating process.



Note: Unless the Court otherwise orders, a respondent that is a corporation must be represented at a hearing by a legal practitioner. It may be represented at a hearing by a director of the corporation only if the Court grants leave.

C. FILING

This interlocutory process is filed by Corrs Chambers Westgarth for the Applicants.

D. SERVICE

The applicant's address for service is:

Attention: Cameron Cheetham & Michael Catchpoole
C/- Corrs Chambers Westgarth
Level 17, 8 Chifley
8-12 Chifley Square
Sydney NSW 2000.

It is intended to serve a copy of this interlocutory process on each respondent and on any person listed below:

The Respondents (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 the Schedule)

The Australian Securities and Investments Commission

**SCHEDULE**

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 (ADMINISTRATORS APPOINTED) ACN 100 686 226 & ORS

First Plaintiff: 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

7

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 8★

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