

**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 sections 443B(8) and 447A of the *Corporations Act 2001* (Cth) (**Corporations Act**).

On the facts stated in the supporting affidavit of Salvatore Algeri sworn on 22 May 2020 the Plaintiffs seek the following orders:

1. An order that the Interlocutory Process filed on 22 May 2020 be returnable at 10.15am on 25 May 2020.
2. An order varying Order 9 of the orders of the Court made on 24 April 2020 in these proceedings such that, pursuant to sections 443B(8) and 447A(1) of the Corporations Act, Part 5.3A of the Corporations Act is to operate in relation to each of the Second to Fortieth Plaintiffs as if:
  - a. any liability of the First Plaintiffs under sections 443A(1)(c) and 443B(2) of the Corporations Act with respect to any aircraft, aircraft engines or other aviation equipment leased, used or occupied by, or in the possession of, any of the Second to Fortieth Plaintiffs (**Aircraft Leased Property**), is attributable to the period which begins after 16 June 2020, such that the First

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Filed on behalf of (name & role of party) The Plaintiffs  
Prepared by (name of person/lawyer) Timothy James Sackar  
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(include state and postcode)

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Plaintiffs are not personally liable for any liability with respect to any Aircraft Leased Property (including amounts payable pursuant to any leases of aircraft, aircraft engines or other aviation equipment entered into by any of the Second to Fortieth Plaintiffs), in the period from 28 April 2020 to 16 June 2020 inclusive;

- b. any liability of the First Plaintiffs under sections 443A(1)(c) and 443B(2) of the Corporations Act with respect to any property leased, used or occupied by, or in the possession of, any of the Second to Fortieth Plaintiffs, other than Aircraft Leased Property (**Other Leased Property**), is attributable to the period which begins after 26 May 2020, such that the First Plaintiffs are not personally liable for any liability with respect to any Other Leased Property (including amounts payable pursuant to any leases of Other Leased Property entered into by any of the Second to Fortieth Plaintiffs), in the period from 28 April 2020 to 26 May 2020 inclusive; and
  - c. the words "within five business days after the beginning of the administration" in section 443B(3) of the Corporations Act instead read:
    - i. "by 16 June 2020", in the case of Aircraft Leased Property; and
    - ii. "by 26 May 2020", in the case of Other Leased Property.
3. An order that the First Plaintiffs take all reasonable steps to cause notice of the Court's orders to be given, within two (2) business days of the making of the orders, to:
- a. owners and lessors of Aircraft Leased Property and Other Leased Property leased, used or occupied by the Second to the Fortieth Plaintiffs, in the following manner:
    - i. where the First Plaintiffs have an email address for an owner or lessor, by notifying each such owner or lessor, via email, of the making of the orders and providing a link to a website where the owner or lessor may download the orders and the Interlocutory Process;
    - ii. where the First Plaintiffs do not have an email address for an owner or lessor but have a postal address for that owner or lessor (or have received notification of non-delivery of a notice sent by email in accordance with (a)(i) above), by notifying each such owner or lessor, via post, of the making of the orders and providing a link to a website where the owner or lessor may download the orders and the Interlocutory Process; and
    - iii. placing scanned, sealed copies of the Interlocutory Process and the orders on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australiaholdings-limited-subsidiaries.html>; and
  - b. the Australian Securities and Investments Commission.

4. An order that any person who can demonstrate a sufficient interest have liberty to apply to vary or discharge any orders made pursuant to paragraph 2 above, on 1 business day's written notice being given to the Plaintiffs and to the Associate to Justice Middleton.
5. An order that the Plaintiffs have liberty to apply on 1 business day's written notice to the Court in relation to any variation of the Court's orders.
6. An order that the Plaintiffs' costs of the application be treated as costs in the administrations of each of the Second to Fortieth Plaintiffs, jointly and severally.
7. An order that the Court's orders be entered forthwith.
8. Such further or other orders or directions as the Court considers appropriate.

Date: 22 May 2020



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Signed by Timothy James Sackar  
Solicitor for the First Plaintiffs

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 **10.15am on 25 May 2020**.

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

N/A

**C. FILING**

This interlocutory process is filed by Clayton Utz for the First 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 intended to provide a copy of this interlocutory process on each of the persons listed below:

1. each owner and lessor (including financiers) of Aircraft
2. Australian Securities and Investments Commission
3. The Committee of Inspection of the Second to Fortieth Plaintiffs

**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 Plaintiff: Vaughan Strawbridge, Salvatore Algeri, John Greig and Richard Hughes, in their capacity as joint and several voluntary administrators of the Second to Fortieth 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