

## NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 7/07/2020 12:51:22 PM 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: 10/07/2020, 10:15 AM  
Place: Please check Daily Court List for details



*Sia Lagos*

Dated: 7/07/2020 1:15:08 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.



## 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 Order 7 made by the Court on 2 July 2020 and under rule 39.05 of the *Federal Court Rules 2011* (Cth), section 23 of the *Federal Court of Australia Act 1976* (Cth) and the Court's implied powers.

3461-0077-4160v1

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Filed on behalf of (name & role of party)	<b>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</b>		
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		
<b>Address for service</b> (include state and postcode)	Level 17, 8 Chifley, 8-12 Chifley Square, Sydney NSW 2000		

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On the facts stated in the supporting affidavit of Michael Catchpoole affirmed **6 July 2020** (**Catchpoole Affidavit**), the Applicants seek the following orders.

#### **Return date of Interlocutory Process and service**

- 1 An order that the Interlocutory Process filed on 7 July 2020 be returnable on July 2020 at am/pm.
- 2 An order abridging the time for service of this Interlocutory Process to July 2020 at am/pm.
- 3 An order pursuant to section 37AI of the *Federal Court of Australia Act 1976* (Cth) that the affidavit of Michael Russell Catchpoole affirmed 6 July 2020 (**Catchpoole Affidavit**) and confidential exhibit MRC-1 (**Confidential Exhibit**) be kept confidential until the return of this Interlocutory Process as specified in paragraph 1.

#### **Extension of time to apply**

- 4 An order pursuant to rule 39.05 of the *Federal Court Rules 2011* (Cth), section 23 of the *Federal Court of Australia Act 1976* (Cth) or the Court's implied powers that Order 7 made by the Court on 2 July 2020 be varied *nunc pro tunc* with the effect that the Applicants and, or alternatively, any other person who can demonstrate a sufficient interest has liberty to apply:
  - a. at any time on one (1) business days' notice; or
  - b. alternatively, at any time prior to 5:00pm on the later of:
    - i. 31 July 2020; or
    - ii. 5 business days after the conclusion of proceedings commenced by the Applicants before the Australian Government Takeovers Panel,by written notice to the Court and to the Plaintiffs in relation to any variation or discharge of the Orders (or, alternatively, of Orders 2 and 5) made by the Court on 2 July 2020.



### **Plaintiffs to give notice to Applicants**

- 5 An order pursuant to rule 39.05 of the *Federal Court Rules 2011* (Cth), section 23 of the *Federal Court of Australia Act 1976* (Cth) or the Court's implied powers that Order 7 made by the Court on 2 July 2020 be varied *nunc pro tunc* with the effect that any application by the Plaintiff in relation to any variation or discharge of the Court's orders made on 2 July 2020 or otherwise be made on at least one (1) business days' notice to the Court and to the Applicants.

### **Variation of non-publication and confidentiality orders**

- 6 An order pursuant to rule 39.05 of the *Federal Court Rules 2011* (Cth), section 23 of the *Federal Court of Australia Act 1976* (Cth) or the Court's implied powers that Order 2 of the Court's orders made on 2 July 2020 be varied so that the following persons be added to those persons from whom the documents are not to be kept confidential or prohibited from disclosure:
- a. the Applicants and their legal representatives;
  - b. the Australian Government Takeovers Panel; and
  - c. any party or interested person and their legal representatives in relation to proceedings before the Australian Government Takeovers Panel with respect to the matter of Virgin Australia Holdings Ltd (administrators appointed), a copy of the application to which appears at pages 17-41 of the Confidential Exhibit.

### **Confidential Exhibit**

- 7 An order pursuant to sections 37AF(1)(b)(i) and (ii) of the *Federal Court of Australia Act 1976* (Cth), on the ground stated in s 37AG(1)(a), being that the order is necessary to prevent prejudice to the proper administration of justice, that until further order, or alternatively until 30 June 2021, the Catchpoole Affidavit (to the extent ordered by the Court) and Confidential Exhibit (to the extent ordered by the Court) be kept confidential and be prohibited from disclosure to any person other than the Judge hearing the



Interlocutory Process filed on 7 July 2020, the Judge's staff and assistants, the Plaintiffs and their legal representatives, and ASIC.

**Other Orders**

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

Date: 6 July 2020



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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 applicants' 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)

BC Hart Aggregator, L.P., BC Hart Aggregator (Australia) Pty Ltd, and Global Loan Agency Services Australia Nominees Pty Ltd, C-/ Mark Clifton and Nikki Smythe, Herbert Smith Freehills, Sydney

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